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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 19, 2019 (November 19, 2019)**

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**ConocoPhillips**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32395**  
(Commission  
File Number)

**01-0562944**  
(IRS Employer  
Identification No.)

**925 N. Eldridge Parkway**  
**Houston, Texas**  
(Address of principal executive offices)

**77079**  
(Zip Code)

Registrant's telephone number, including area code **(281) 293-1000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 Par Value Per Share	COP	New York Stock Exchange
7% Debentures due 2029	CUSIP-718507BK1	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.**

On November 19, 2019, ConocoPhillips (the “Company”) sent a notice to participants and beneficiaries in the ConocoPhillips Savings Plan, the Company Retirement Contribution Make-Up Plan, the Key Employee Deferred Compensation Plan of ConocoPhillips Title I, the Key Employee Deferred Compensation Plan of ConocoPhillips Title II, the Defined Contribution Make-Up Plan of ConocoPhillips Title I, and the Defined Contribution Make-Up Plan of ConocoPhillips Title II (collectively the foregoing plans shall be referred to herein as the “Plans”) that, effective January 2, 2020, the recordkeeper of the Plans is being changed. The notice advised that, as a result of this change in recordkeeper, there will be a blackout period that begins at 3:00 P.M. Central time on December 26, 2019 and ends during the week of January 12, 2020 (the “Blackout Period”). During the Blackout Period, participants and beneficiaries in the Plans will be unable to obtain a loan or receive a distribution (or withdrawal) from the Plans or direct or diversify investments in their individual accounts, including transactions in Company common stock in various funds available under the Plans.

During the blackout period, and for a period of two years after the end date thereof, a security holder or other interested person may obtain, without charge, information regarding the Blackout Period, including the actual beginning and end dates of the Blackout Period. This information is available by contacting Shannon Weinberg Kinney, the Company’s Deputy General Counsel and Chief Compliance Officer, at P.O. Box 4783, Houston, Texas 77084 or via telephone at (281) 293-1000.

In connection with the foregoing, on November 20, 2019, the Company sent a notice to its Executive Officers and Directors pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission Regulation BTR. A copy of the notice to Executive Officers and Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Notice to Directors and Executive Officers dated November 20, 2019</a>
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONOCOPHILLIPS**

November 20, 2019

*/s/ Kelly B. Rose*

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*Kelly B. Rose*

Senior Vice President, Legal,  
General Counsel and Corporate Secretary

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To: ConocoPhillips Directors and Executive Officers

From: Kelly B. Rose, General Counsel and Corporate Secretary

Date: November 20, 2019

Re: Notice Regarding ConocoPhillips Savings Plan and Deferred Compensation Program Blackout Period and Trading Restrictions

The purpose of this notice is to inform you that the following plans will be entering a blackout period.

- ConocoPhillips Savings Plan
- Company Retirement Contribution Make-Up Plan
- Key Employee Deferred Compensation Plan of ConocoPhillips Title I
- Key Employee Deferred Compensation Plan of ConocoPhillips Title II
- Defined Contribution Make-Up Plan of ConocoPhillips Title I
- Defined Contribution Make-Up Plan of ConocoPhillips Title II

The above plans shall be referred to collectively herein as the “Plans.”

#### **Reason for the Blackout Period**

The Plans will be changing record keepers from Vanguard to Fidelity Investments.

#### **Impact on Affected Plan Rights**

During the blackout period, participants in the Plans will not be able to direct or diversify investments in their individual accounts, obtain a loan or receive a distribution (or withdrawal) from the Plans. Most importantly for purposes of this notice, the participants in the Plans will not be able to direct or diversify investments in their individual accounts, including transactions in Company common stock in various of the funds available under the Plans.

#### **Length of Blackout Period**

The blackout period will begin at 3:00 p.m. Central time on Thursday December 26, 2019 and end during the week of January 12, 2020.

#### **Restrictions on Directors and Executive Officers During the Blackout Period**

During the blackout period, directors and executive officers of ConocoPhillips (the “Company”) will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale, or other acquisition or transfer of any of the Company’s equity securities that you acquired in connection with your service or employment as a director or executive officer of the Company.

Please note that “equity securities” is defined broadly to include not only the Company’s common stock, but also stock options and other derivatives. Also, prohibited transactions are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household). Although there are certain limited exempt transactions, the rules are complex, and engaging in a transaction that violates the rules could result in both civil and criminal penalties.

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## **Questions or Additional Information**

As you know, during a portion of this blackout period, you are already precluded from trading in Company securities under the Company's Insider Trading Policy and Restricted Persons Policy (collectively, the "Policy"), which disallows transactions in Company securities outside of specified trading windows (in this case, the restriction will continue until two days after the Company's public release of fourth quarter and full year 2019 earnings results). In order to avoid any inadvertent violations of the blackout period restrictions, you should continue to direct questions about, and requests for pre-clearance of, your transaction in the Company's securities as set forth in the Policy. In addition, during the blackout period and for two (2) years thereafter, you may obtain, without charge, information about the blackout period, including whether the blackout period has begun or ended, by contacting Shannon Weinberg Kinney, the Company's Deputy General Counsel and Chief Compliance Officer, at P.O. Box 4783, Houston, Texas 77084 or via telephone at (281) 293-1000.

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