

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **May 16, 2019 (May 14, 2019)**

ConocoPhillips

(Exact name of registrant as specified in its charter)

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)

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

ConocoPhillips held its annual meeting of stockholders on May 14, 2019. The results of the matters submitted to a vote of the stockholders at the meeting are set forth below.

ELECTION OF DIRECTORS

All 11 nominated directors were elected to serve a one-year term.

	Number of Shares			
	Voted For	Voted Against	Abstentions	Broker Nonvotes
Charles E. Bunch	801,325,903	17,453,490	1,762,817	174,814,673
Caroline Maury Devine	814,256,244	4,774,417	1,511,549	174,814,673
John V. Faraci	806,884,963	11,834,836	1,822,411	174,814,673
Jody Freeman	813,745,527	5,305,161	1,491,522	174,814,673
Gay Huey Evans	814,143,745	4,795,730	1,602,735	174,814,673
Jeffrey A. Joerres	813,971,428	4,676,995	1,893,787	174,814,673
Ryan M. Lance	783,840,222	27,137,882	9,564,106	174,814,673
William H. McRaven	814,122,010	4,847,832	1,572,368	174,814,673
Sharmila Mulligan	812,851,381	5,900,706	1,790,123	174,814,673
Arjun N. Murti	813,509,080	5,405,209	1,627,921	174,814,673
Robert A. Niblock	797,331,285	13,313,250	9,897,675	174,814,673

RATIFICATION OF AUDITORS

The ratification of the appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2019 was approved.

	Number of Shares			
	Voted For	Voted Against	Abstentions	Broker Nonvotes
Ratification of Appointment of Ernst & Young LLP as ConocoPhillips' Independent Registered Public Accounting Firm	950,229,366	42,885,461	2,242,056	—

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The advisory approval of the compensation of our Named Executive Officers was approved.

	Number of Shares			
	Voted For	Voted Against	Abstentions	Broker Nonvotes
Advisory Approval of the Compensation of our Named Executive Officers	754,634,445	60,969,693	4,938,072	174,814,673

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

May 16, 2019

/s/ Kelly B. Rose

Kelly B. Rose

Senior Vice President, Legal,
General Counsel and Corporate Secretary