

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lance Ryan Michael</u> _____ (Last) (First) (Middle) CONOCOPHILLIPS 600 NORTH DAIRY ASHFORD _____ (Street) HOUSTON TX 77079 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$59.075	05/04/2012		J <sup>(1)</sup>			22,700	(2)	02/10/2016	Common Stock	22,700	\$0	0	D	
Employee Stock Option (Right to Buy)	\$45.05	05/04/2012		J <sup>(1)</sup>		23,061		02/10/2009	02/10/2016	Common Stock	23,061	\$0	23,061	D	
Employee Stock Option (Right to Buy)	\$66.37	05/04/2012		J <sup>(1)</sup>		34,900		(3)	02/08/2017	Common Stock	34,900	\$0	0	D	
Employee Stock Option (Right to Buy)	\$50.61	05/04/2012		J <sup>(1)</sup>		35,485		02/08/2010	02/08/2017	Common Stock	35,485	\$0	35,485	D	
Employee Stock Option (Right to Buy)	\$79.38	05/04/2012		J <sup>(1)</sup>		44,300		(4)	02/14/2018	Common Stock	44,300	\$0	0	D	
Employee Stock Option (Right to Buy)	\$60.53	05/04/2012		J <sup>(1)</sup>		44,896		02/14/2011	02/14/2018	Common Stock	44,896	\$0	44,896	D	
Employee Stock Option (Right to Buy)	\$45.47	05/04/2012		J <sup>(1)</sup>		60,200		(5)	02/12/2019	Common Stock	60,200	\$0	0	D	
Employee Stock Option (Right to Buy)	\$34.67	05/04/2012		J <sup>(1)</sup>		61,115		02/12/2012	02/12/2019	Common Stock	61,115	\$0	61,115	D	
Employee Stock Option (Right to Buy)	\$48.385	05/04/2012		J <sup>(1)(6)</sup>		88,800		(7)	02/12/2020	Common Stock	88,800	\$0	0	D	
Employee Stock Option (Right to Buy)	\$36.9	05/04/2012		J <sup>(1)(6)</sup>		98,949		(8)	02/12/2020	Common Stock	98,949	\$0	98,949	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$70.125	05/04/2012		J <sup>(1)(6)</sup>			71,700	(9)	02/10/2021	Common Stock	71,700	\$0	0	D	
Employee Stock Option (Right to Buy)	\$53.47	05/04/2012		J <sup>(1)(6)</sup>		87,174		(10)	02/10/2021	Common Stock	87,174	\$0	87,174	D	
Employee Stock Option (Right to Buy)	\$71.87	05/04/2012		J <sup>(6)</sup>		81,700		(11)	02/09/2022	Common Stock	81,700	\$0	0	D	
Employee Stock Option (Right to Buy)	\$54.8	05/04/2012		J <sup>(6)</sup>		105,098		(11)	02/09/2022	Common Stock	105,098	\$0	105,098	D	

**Explanation of Responses:**

- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.
- Vested in three equal annual installments beginning on February 10, 2007.
- Vested in three equal annual installments beginning February 8, 2008.
- Vested in three equal annual installments beginning February 14, 2009
- Vested in three equal annual installments beginning on February 12, 2010
- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options that are not vested and are held by ConocoPhillips officers or employees, who continued as officers or employees of ConocoPhillips immediately after the spin-off, were replaced with adjusted ConocoPhillips stock options to purchase ConocoPhillips common stock, which will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.
- Vest in three equal installments beginning February 12, 2011
- 60,109 stock options are vested. The remaining 38,840 stock options will vest on February 12, 2013.
- Vest in three equal installments beginning on February 10, 2012.
- 24,331 stock options are vested. The remaining 62,843 stock options will vest in two equal annual installments beginning February 10, 2013.
- Vest in three equal annual installments beginning February 9, 2013.

Nathan P. Murphy, Attorney-In-Fact      05/08/2012

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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