FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF	CHANGES	IN	BENEFICIAL	OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of Gay Hue	f Reporting Person <sup>*</sup> <u>y</u>							cker or Trad LIPS [						k all appl	cable)	ng Per	rson(s) to Iss 10% Ov				
(Last) 16930 PA	(F ARK ROW	*	(Middle)			Date o		t Trar	saction (Mo	onth/l	Day/Year)				Office below	(give title		Other (s below)	pecify			
(Street) HOUST(		State)	77084 (Zip)	-Deriva					of Original		`	, ,		Line) X	Form Form Perso	filed by One filed by Mo	e Rep	g (Check Ap orting Perso n One Repo	n			
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		ar)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 5		5)		str. 3, 4	4 and Secu Bene		ially Following	Form (D) o	n: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		7	able II - D	) Derivat	tive S	Secu	ırities	Acq	Code	v ispe	Amount	(D)			(Instr. 3	tion(s) and 4)						
									s, option													
Derivative Conversion Date Execurity or Exercise (Month/Day/Year) if an		3A. Deemed Execution D if any (Month/Day/	n Date, Tran Code		saction of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)		tive ties red	Expiration Date (Month/Day/Yea		Amount of		f g Secur	S (I	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercisabl		expiration Date	Title	Amou or Numb of Share	er								
Stock Units	(1)	01/15/2020			Α		3,391		(2)		(2)	Common Stock	3,39	01	\$64.885	29,258.79	59 <sup>(3)</sup>	D				

## **Explanation of Responses:**

- 1. The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- 2. The reporting person has elected to receive payment as a lump sum six months following separation from service, which election may be changed by the reporting person to provide for deferred payments.
- 3. Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

## Remarks:

Shannon B. Kinney, Attorney in Fact (by Power of Attorney filed with the Commission on

01/17/2020

January 18, 2018)

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.