

Lance Ryan Michael  
Form 4  
March 07, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lance Ryan Michael

(Last) (First) (Middle)

CONOCOPHILLIPS, 600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 or Price   |  |   |
| Common Stock                    | 03/03/2011                           |  | M                              |   | 33,400 A \$ 47.83   | 38,551.7997  | D   |
| Common Stock                    | 03/03/2011                           |  | S                              |   | 33,400 D \$ 79.4196   | 5,151.7997   | D   |
| Common Stock                    | 03/03/2011                           |  | M                              |   | 30,000 A \$ 45.47   | 35,151.7997  | D   |
| Common Stock                    | 03/03/2011                           |  | S                              |   | 30,000 D \$ 79.4196   | 5,151.7997   | D   |
| Common Stock                    |                                      |  |                                |   |   | 4,574.399 <sup>(1)</sup>                                 | I   |

By  
ConocoPhillips  
Savings Plan

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (rights to buy)              | \$ 47.83   | 03/03/2011                           |  | M                              | 33,400  | <sup>(2)</sup> 02/04/2015                                | Common Stock  | 33,400                        |
| Stock Options (rights to buy)              | \$ 45.47   | 03/03/2011                           |  | M                              | 30,000  | <sup>(3)</sup> 02/12/2019                                | Common Stock  | 30,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Lance Ryan Michael<br>CONOCOPHILLIPS<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 |               |           | Senior Vice President |       |

## Signatures

Chris Wood (by Power of Attorney filed with the Commission on May 29, 2009) 03/07/2011

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.

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- (2) The options became exercisable in three equal annual installments beginning on the first anniversary of the February 12, 2009 grant.
- (3) The options became exercisable in three equal annual installments beginning on the first anniversary of the February 4, 2005 grant.

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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