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CONOCOPHILI	LIPS								
Form 4									
January 17, 2008	8								
FORM 4			anaru						PPROVAL
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the I	Public U	Itility Hol	ding C		t of 1935 or Secti		
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> DUBERSTEIN KENNETH M			2. Issue Symbol	er Name an o	d Ticker	or Trading	5. Relationship of Reporting Person(s) to Issuer		
			CONO	COPHILI	LIPS [O	COP]	(Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Officer (give title Other (specify			
600 NORTH DA	AIRY ASHF	ORD	01/15/2	2008			below)	below)	lei (specify
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON, TX	377079						Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivati	ve Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr. 3	ed (A) or ed of (D) 3, 4 and 5) (A) or	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)
Reminder: Report o	n a separate line	ofor each cla	ass of sect	urities bene	Per info req disp	sons who resonation con sination con uired to resp	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

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Derivative Security					(D)	Disposed of (D) (Instr. 3, 4,					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	01/15/2008	А		1,463		(2)	(2)	Common Stock	1,463	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DUBERSTEIN KENNETH M 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Х							
Signatures								

By: Nathan P. Murphy (By Power of Attorney filed herewith)

**Signature of Reporting Person

01/17/2008 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) 1-for-1

(2) The reporting person has elected to receive payment in three equal annual installments beginning on the date of his termination of service, which election may be changed by the reporting person to provide for an alterantive schedule of deferred payments.

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.