

CONOCOPHILLIPS  
Form 3  
July 24, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â McMorran James D                        |         | (Month/Day/Year)                     | CONOCOPHILLIPS [COP]   |  |
| (Last)                                    | (First) | (Middle)                             | 07/15/2015   |  |
| 600 NORTH DAIRY ASHFORD                   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HOUSTON,Â TXÂ 77079                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Vice President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,883.643   | I  | By ConocoPhillips Savings Plan                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                               |       |            |              | Shares     |             | (I)<br>(Instr. 5) |   |
|-------------------------------|-------|------------|--------------|------------|-------------|-------------------|---|
| Phantom Stock                 | Â (1) | Â (1)      | Common Stock | 275,305    | \$ (2)      | D                 | Â |
| Stock Units                   | Â (3) | Â (4)      | Common Stock | 889        | \$ (5)      | D                 | Â |
| Stock Units                   | Â (3) | Â (4)      | Common Stock | 2,607      | \$ (5)      | D                 | Â |
| Stock Units                   | Â (3) | Â (4)      | Common Stock | 5,906      | \$ (5)      | D                 | Â |
| Stock Units                   | Â (3) | Â (4)      | Common Stock | 5,413      | \$ (5)      | D                 | Â |
| Stock Units                   | Â (3) | Â (4)      | Common Stock | 2,012      | \$ (5)      | D                 | Â |
| Stock Options (rights to buy) | Â (6) | 02/09/2022 | Common Stock | 14,793 (7) | \$ 54.8 (7) | D                 | Â |
| Stock Options (rights to buy) | Â (6) | 02/05/2023 | Common Stock | 20,500     | \$ 58.0775  | D                 | Â |
| Stock Options (rights to buy) | Â (6) | 02/18/2024 | Common Stock | 21,400     | \$ 65.463   | D                 | Â |
| Stock Options (rights to buy) | Â (6) | 02/17/2025 | Common Stock | 24,200     | \$ 69.245   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| McMorran James D<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 | Â             | Â         | Â Vice President | Â     |

## Signatures

Shannon B. Kinney, Attorney in Fact (by Power of Attorney filed herewith)

07/24/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).

(2) The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.

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- The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; or (d) termination of employment following a change in control. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service. The reporting person may also elect to defer conversion of stock units until a later date and may elect to receive the common stock in lump sum or annual installments.
- (3) The stock units do not have an expiration date.
  - (4) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
  - (5) The stock options become exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

- The stock option award of February 9, 2012 for 11,500 shares with an exercise price of \$71.87 was adjusted to 14,793 shares with an exercise price of \$54.80 in connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips. Outstanding ConocoPhillips stock options that were not vested and were 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, to 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.
- (6) The stock options immediately after the spin-off, were replaced with adjusted ConocoPhillips stock options to purchase ConocoPhillips common stock, to 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.

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.