

Lance Ryan Michael
Form 4
October 09, 2018

FORM 4

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

OMB APPROVAL

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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)
10/04/2018

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)
Chairman and CEO

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 10/04/2018 | | M | 1,166 | A <u>(1)</u> | 46,363 | D | |
| Common Stock | 10/04/2018 | | D | 1,334 | D <u>(2)</u> | \$ 78.2325 | 45,029 | D |
| Common Stock | | | | | | 49,822 | I | By Lance Family Trust |
| Common Stock | | | | | | 12,726.891 | I | By ConocoPhillips Savings Plan |

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

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- (4) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

On October 4, 2018, the HRCC approved a request of Mr. Lance to diversify a portion of his restricted stock unit holdings by cancelling the units and creating an account in the Key Employee Deferred Compensation Plan of similar value. The HRCC has customarily

- (5) reviewed such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review.
- (6) The stock units do not have an expiration date.

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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