

CONOCOPHILLIPS  
Form 8-K  
May 17, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 11, 2011**

**ConocoPhillips**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-32395**

(Commission  
File Number)

**01-0562944**

(I.R.S. Employer  
Identification No.)

**600 North Dairy Ashford**

**Houston, Texas 77079**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(281) 293-1000**

**n/a**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 11, 2011, our Board of Directors amended and restated our By-Laws. Article III, Section 1 (a)(i) was modified to remove the prohibition on employees being elected to the Board once they have reached the age of 65. The preceding summary of the amendments to the By-Laws is qualified in its entirety by reference to the full text of the Amended and Restated By-Laws filed as Exhibit 3.1 and incorporated by reference herein. The By-Law amendments are effective as of May 11, 2011. A complete copy of our Amended and Restated By-Laws, as amended, are attached as Exhibit 3.1 and incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

ConocoPhillips held its annual stockholders meeting on May 11, 2011. A brief description of each proposal and the voting results are summarized below.

A Company proposal to elect 13 directors:

|                        | Number of Shares |               |             |                 |
|------------------------|------------------|---------------|-------------|-----------------|
|                        | Voted For        | Voted Against | Abstentions | Broker Nonvotes |
| Richard L. Armitage    | 1,024,106,526    | 39,769,416    | 4,938,357   | 175,831,858     |
| Richard H. Auchinleck  | 990,681,149      | 73,155,649    | 4,977,501   | 175,831,858     |
| James E. Copeland, Jr. | 1,019,783,918    | 43,876,178    | 5,154,203   | 175,831,858     |
| Kenneth M. Duberstein  | 1,004,782,489    | 58,920,705    | 5,111,105   | 175,831,858     |
| Ruth R. Harkin         | 1,025,352,504    | 38,545,637    | 4,916,158   | 175,831,858     |
| Harold W. McGraw III   | 943,524,579      | 120,068,233   | 5,221,487   | 175,831,858     |
| James J. Mulva         | 1,008,839,069    | 55,316,155    | 4,659,075   | 175,831,858     |
| Robert A. Niblock      | 983,259,883      | 80,382,557    | 5,171,859   | 175,831,858     |
| Harald J. Norvik       | 1,020,833,614    | 42,756,235    | 5,224,450   | 175,831,858     |
| William K. Reilly      | 1,015,868,956    | 47,749,326    | 5,196,017   | 175,831,858     |
| Victoria J. Tschinkel  | 1,018,641,184    | 45,256,270    | 4,916,845   | 175,831,858     |
| Kathryn C. Turner      | 988,887,954      | 75,012,823    | 4,913,522   | 175,831,858     |
| William E. Wade, Jr.   | 984,648,347      | 79,184,632    | 4,981,320   | 175,831,858     |

A Company proposal to ratify the appointment of Ernst & Young LLP as ConocoPhillips independent registered public accounting firm for 2011:

|  | Number of Shares |               |             | Broker Nonvotes |
|--|------------------|---------------|-------------|-----------------|
|  | Voted For        | Voted Against | Abstentions |                 |
| Ratification of Appointment of Ernst & Young LLP as ConocoPhillips Independent Registered Public Accounting Firm | 1,127,553,667    | 113,314,655   | 3,777,835   |                 |

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A Company proposal for stockholders to provide an advisory approval of the compensation of our Named Executive Officers:

|   | Number of Shares |               |             | Broker Nonvotes |
|---|------------------|---------------|-------------|-----------------|
|   | Voted For        | Voted Against | Abstentions |                 |
| Advisory Approval of the Compensation of our Named Executive Officers | 624,929,657      | 435,776,509   | 8,108,133   | 175,831,858     |

A Company proposal for stockholders to indicate a preference on the frequency of the advisory vote to approve the compensation of our Named Executive Officers:

|   | Number of Shares |            |             | Broker Nonvotes |             |
|---|------------------|------------|-------------|-----------------|-------------|
|   | 1 Year           | 2 Year     | 3 Year      |                 |             |
| Advisory Indication of Preference of Frequency of Advisory Vote on Approval of Compensation of Named Executive Officers | 738,562,543      | 19,500,356 | 222,714,507 | 29,353,124      | 232,276,903 |

A Company proposal to approve the 2011 Omnibus Stock and Performance Incentive Plan of ConocoPhillips:

|   | Number of Shares |               |             | Broker Nonvotes |
|---|------------------|---------------|-------------|-----------------|
|   | Voted For        | Voted Against | Abstentions |                 |
| Approval of 2011 Omnibus Stock and Performance Incentive Plan of ConocoPhillips | 897,361,864      | 164,785,465   | 6,666,970   | 175,831,858     |

Stockholder proposals relating to the following matters:

|   | Number of Shares |               |             | Broker Nonvotes |
|---|------------------|---------------|-------------|-----------------|
|   | Voted For        | Voted Against | Abstentions |                 |
| Gender Expression                                 |                  |               |             |                 |
| Non-Discrimination                                | 269,289,744      | 617,569,022   | 181,955,533 | 175,831,858     |
| Political Contributions                           | 254,085,400      | 687,811,775   | 126,917,124 | 175,831,858     |
| Report on Grassroots Lobbying Expenditures        | 246,225,277      | 686,683,428   | 135,905,594 | 175,831,858     |
| Accident Risk Mitigation                          | 70,853,388       | 841,737,236   | 156,223,675 | 175,831,858     |
| Company Environmental Policy (Louisiana Wetlands) | 56,096,217       | 869,652,935   | 143,065,147 | 175,831,858     |
| Greenhouse Gas Reduction Targets                  | 239,416,181      | 654,288,544   | 175,109,574 | 175,831,858     |

|  | Number of Shares |               |             | Broker<br>Nonvotes |
|--|------------------|---------------|-------------|--------------------|
|  | Voted For        | Voted Against | Abstentions |                    |
| Report on Financial Risks of<br>Climate Change | 70,778,425       | 841,961,178   | 156,074,696 | 175,831,858        |
| Canadian Oil Sands                             | 256,990,761      | 666,090,398   | 145,733,140 | 175,831,858        |
| Membership in US Chamber of<br>Commerce*       |                  | 1,068,809,194 |             | 175,831,858        |

\* Proposal submitted from floor.

All 13 nominated directors were reelected and the appointment of the independent auditors was ratified. The compensation of the Company's named executive officers in 2010 was approved and the future interval for future advisory votes on executive compensation with the most support was 1 year. The 2011 Omnibus Stock and Performance Incentive Plan was approved. The nine stockholder proposals presented were not approved.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Number Description

3.1 Amended and Restated By-Laws of ConocoPhillips, as amended and restated on May 11, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONOCOPHILLIPS**

May 17, 2011

*/s/ Janet Langford Kelly*  
*Janet Langford Kelly*  
Senior Vice President, Legal,  
General Counsel and Corporate Secretary