#### Edgar Filing: Garland Greg C. - Form 4

Garland Gro Form 4 October 09,	-										
FORM			GEGU				NCEO		-	PROVAL	
	UNITED	STATES			AND EX 1, D.C. 20		INGE CO	OMMISSION	OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4	nger <b>STATEN</b> to <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							Expires: Estimated a burden hour response	urs per	
Form 5 obligations may continue. See Instruction 1(b). 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)										
Garland Greg C. Sy				er Name <b>ar</b> s 66 [PS2	nd Ticker of K]	r Tradi	0	<ol> <li>Relationship of Reporting Person(s) to Issuer</li> <li>(Check all applicable)</li> </ol>			
(Last)	(First) (1	Middle)	3. Date o	of Earliest '	Fransaction			(Check	an applicable	)	
				(Month/Day/Year) 10/06/2012				_X_ Director10% Owner _X_ Officer (give title Other (specify below) Chairman, CEO and President			
			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			
(City)	(State)	(Zip)				~		Person			
1.Title of Security (Instr. 3)	e of 2. Transaction Date 2A. Deemed ity (Month/Day/Year) Execution Date, if			ble I - Non-Derivative Securities Acqu 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities6.7BeneficiallyForm:HOwnedDirect (D)O		y Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1130. 4)		
Common Stock	10/06/2012			M	18,940	A	\$ 26.4008	3 20,304	D		
Common Stock	10/06/2012			F <u>(1)</u>	6,904	D	\$ 46.72	13,400	D		
Common Stock								11,979.816 (2)	Ι	By Phillips 66 Savings Plan	

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

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 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 of	6. Date Exerci	sable and	7. Title and A	Amount of	8. F
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Dat	te	Underlying S	Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Y	'ear)	(Instr. 3 and	4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Ins
	Derivative				or Disposed of	f				
	Security				(D)					
	•				(Instr. 3, 4,					
					and 5)					
						D.	<b>F</b> •		Amount	
						Date	Expiration	Title	or	
				~	(1) (D)	Exercisable	Date		Number	
				Code V	(A) (D)				of Shares	
Stock Units (3)	\$ 26.4008	10/06/2012		М	18,940	10/06/2012	(5)	Common Stock	18,940	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Garland Greg C. 3010 BRIARPARK DRIVE HOUSTON, TX 77042	Х		Chairman, CEO and President				

## Signatures

Grant F. Adamson, Attorney in Fact (By Power of Attorney filed with the Commission on April 12, 2012) 10/09/2012

\*\*Signature of Reporting Person

## **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) Represents shares withheld to satisfy tax withholding requirements.
- (2) Includes shares acquired through routine dividend transactions that are exempt under Rule 16a-11.
- (3) On October 6, 2012, the restrictions on these perofrmance stock units lapsed and they converted to shares of common stock on a 1-for-1 basis.
- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock units were adjusted
   so that the holders hold vested stock units for both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock units received, when combined, will generally perserve the intrinsic value of each original stock unit.
- (5) These 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.

Date

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