

CONOCOPHILLIPS  
Form 8-K  
March 08, 2013

**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): March 8, 2013 (March 7, 2013)**

**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.)

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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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Election of Director**

On March 7, 2013, our Board of Directors voted to increase the size of the Board from 10 members to 11 members and to elect Ms. Gay Huey Evans to our Board of Directors. Ms. Huey Evans will serve as a member of the Audit and Finance Committee and she will receive compensation in accordance with policies and procedures previously approved by the Board of Directors for non-employee directors of the Company and as more fully described in the Company's Proxy Statement on Schedule 14A relating to the 2012 Annual Meeting of Stockholders under the heading "Non-Employee Director Compensation" (and such description is incorporated herein by reference).

**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.

March 8, 2013

**CONOCOPHILLIPS**

/s/ Janet Langford Kelly  
*Janet Langford Kelly*

Senior Vice President, Legal,

General Counsel and Corporate Secretary