

Phillips 66

Form 4

November 30, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Herman Robert A

(Last) (First) (Middle)

2331 CITYWEST BLVD.

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Phillips 66 [PSX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	11/30/2016		M	5,776 A	\$ 35.38 11,471	D	
Common Stock	11/30/2016		M	12,233 A	\$ 20.27 23,704	D	
Common Stock	11/30/2016		M	26,513 A	\$ 21.56 50,217	D	
Common Stock	11/30/2016		M	33,805 A	\$ 31.25 84,022	D	
Common Stock	11/30/2016		S	58,428 D	\$ 83.0797 25,594	D	

(1)

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Common Stock	11/30/2016	S	19,899	D	\$ 82.5424 (2)	5,695	D	
Restricted Stock Units (3)						17,232	D	
Common Stock						4,596.897 (4)	I	Phillips 66 Savings Plan

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 35.38	11/30/2016		M		5,776		<u>(5)</u>	02/14/2018	Common Stock	5,776
Stock Options (Right to Buy)	\$ 20.27	11/30/2016		M		12,233		<u>(6)</u>	02/12/2019	Common Stock	12,233
Stock Options (Right to Buy)	\$ 21.56	11/30/2016		M		26,513		<u>(7)</u>	02/12/2020	Common Stock	26,513
Stock Options (Right to Buy)	\$ 31.25	11/30/2016		M		33,805		<u>(8)</u>	02/10/2021	Common Stock	33,805
	\$ 32.03							<u>(9)</u>	02/09/2022		47,400

Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 62.17	<u>(10)</u>	02/07/2023	Common Stock	12,3
Stock Options (Right to Buy)	\$ 72.255	<u>(11)</u>	02/06/2024	Common Stock	11,4
Employee Stock Option (Right to Buy)	\$ 74.135	<u>(12)</u>	02/03/2025	Common Stock	23,5
Employee Stock Option (Right to Buy)	\$ 78.62	<u>(13)</u>	02/02/2026	Common Stock	28,8
Phantom Stock	<u>(14)</u>	<u>(15)</u>	<u>(15)</u>	Common Stock	1,458
Performance Stock Units	<u>(16)</u>	<u>(16)</u>	<u>(17)</u>	Common Stock	65,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herman Robert A 2331 CITYWEST BLVD. HOUSTON, TX 77042			Executive Vice President	

Signatures

Grant F. Adamson (By Power of Attorney dated June 3, 2014) 11/30/2016

__Signature of Reporting Person

Date

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) The price reported above is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.74 to \$83.73. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2)

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The price reported above is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.73 to \$82.33. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) Restricted Stock Units settle for shares of Phillips 66 common stock on a 1-for-1 basis on the third anniversary of the grant provided performance criteria are met.
- (4) Includes shares acquired through on-going acquisitions under 401(k) plan and/or routine dividend transactions that are exempt under rule 16a-1.
- (5) The stock options become exercisable in three equal annual installments beginning on February 14, 2009.
- (6) These stock options became exercisable in three equal annual installments beginning on February 12, 2010.
- (7) These stock options became exercisable in three equal annual installments beginning on February 12, 2011.
- (8) These stock options became exercisable in three equal annual installments beginning on February 10, 2012.
- (9) These stock options became exercisable in three equal annual installments beginning on February 9, 2013.
- (10) These stock options became exercisable in three equal annual installments beginning on February 7, 2014.
- (11) These stock options became exercisable in three equal annual installments beginning on February 6, 2015.
- (12) These stock options became exercisable in three equal annual installments beginning on February 3, 2016.
- (13) These stock options become exercisable in three equal annual installments beginning on February 2, 2017.
- (14) The shares of phantom stock convert to Phillips 66 stock on a 1-for-1 basis.

- 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).
- (15)

- Performance Stock Units (PSUs) settle for shares of Phillips 66 common stock on a 1-for-1 basis at the end of the escrow period. The escrow period ends on the earliest to occur of: (a) five years; (b) termination of employment as a result of layoff; (c) termination of employment after attainment of age 55 with five years of service; (d) termination of employment due to death or total disability; or (e) termination of employment following a change in control. The PSUs will be forfeited if the reporting person separates from service prior to the end of the escrow period for any reason other than those listed above. During the escrow period, the reporting person may not dispose of PSUs. The reporting person may also elect to defer settlement of PSUs until a later date.
- (16)

- (17) The PSUs 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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