CONOCOPHILLIPS

Form 4 June 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock

(Print or Type Responses)

KELLY JANET LANGFORD Sy			Symbol	l	nd Ticker		ding	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	CONOCOPHILLIPS [COP] 3. Date of Earliest Transaction					(Check all applicable)				
600 NOR	(Month/Day/Year) 06/06/2014					Director 10% Owner Sylvantification of the control						
номсто	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						
HOUSTON, TX 77079								Person				
(City)	(State)	(Zip)	Ta	ble I - Nor	1-Derivativ	e Seci	ırities Acqı	uired, Disposed o	f, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed (Day/Year) Execution Date, if any (Month/Day/Year)			owr Dispos (Instr. 3,	(A)	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	06/06/2014			Code V M	Amount 31,924	(D)	Price \$ 60.53	32,054	D			
Common Stock	06/06/2014			S	31,924	D	\$ 80.8194	130	D			
Common								5,397.641	T	By ConocoPhillips		

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

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(1)

ConocoPhillips

Savings Plan

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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)	TransactionDeriva Code Securit (Instr. 8) Acquir		ities ared (A) sposed of3, 4,	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 or Number of Shares
Stock Options (rights to buy)	\$ 60.53 (2)	06/06/2014		M		31,924	02/14/2011	02/14/2018	Common Stock	31,924

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY JANET LANGFORD 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079

SVP & General Counsel

Signatures

Shannon B. Kinney, Attorney In Fact (by Power of Attorney filed with the Commission on February 7, 2013)

06/09/2014

**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) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.

In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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