

Wallette Don E Jr.  
Form 3  
May 08, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Wallette Don E Jr.		(Month/Day/Year)	CONOCOPHILLIPS [COP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/30/2012		
600 N. DAIRY ASHFORD ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
HOUSTON,Â TXÂ 77079			(give title below)	(specify below)
(City)	(State)	(Zip)	Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,655	D	Â
Common Stock	12,838.149	I	ConocoPhillips Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (3)	Common Stock	69,160	\$ (2)	D	Â
Phantom Stock	Â (4)	Â (3)	Common Stock	711,448	\$ (2)	D	Â
Stock Option (Right to Buy)	Â (5)	10/22/2012	Common Stock	12,738	\$ 23.55	D	Â
Stock Option (Right to Buy)	Â (5)	10/22/2012	Common Stock	4,662	\$ 23.55	D	Â
Stock Option (Right to Buy)	Â (6)	02/10/2013	Common Stock	8,400	\$ 24.37	D	Â
Stock Option (Right to Buy)	Â (7)	02/04/2015	Common Stock	11,200	\$ 47.83	D	Â
Stock Option (Right to Buy)	Â (8)	02/10/2016	Common Stock	7,500	\$ 59.075	D	Â
Stock Option (Right to Buy)	Â (9)	02/08/2017	Common Stock	13,400	\$ 66.37	D	Â
Stock Option (Right to Buy)	Â (10)	02/14/2018	Common Stock	13,200	\$ 79.38	D	Â
Stock Option (Right to Buy)	Â (11)	02/12/2019	Common Stock	27,700	\$ 45.47	D	Â
Stock Option (Right to Buy)	Â (12)	02/12/2020	Common Stock	28,100	\$ 48.385	D	Â
Stock Option (Right to Buy)	Â (13)	02/10/2021	Common Stock	28,300	\$ 70.125	D	Â
Stock Option (Right to Buy)	Â (14)	02/09/2022	Common Stock	32,900	\$ 71.87	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walette Don E Jr. 600 N. DAIRY ASHFORD ROAD HOUSTON, TX 77079	Â	Â	Â Executive Vice President	Â

## Signatures

Nathan P. Murphy,  
Attorney-In-Fact  
05/08/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; or (d) termination of employment following a

(1) change in control. During the escrow period, the reporting person may not dispose of the stock units. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service in which case the stock units will convert to common stock. The reporting person may also elect to defer conversion of stock units until a later date.

(2) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.

(3) The stock units do not have an expiration date.

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).

(5) Vested in three equal annual installments beginning October 22, 2003.

(6) Vested in three equal annual installments beginning February 10, 2004.

(7) Vested in three equal annual installments beginning February 4, 2006.

(8) Vested in three equal annual installments beginning February 10, 2007.

(9) Vested in three equal annual installments beginning February 8, 2008.

(10) Vested in three equal annual installments beginning February 14, 2009.

(11) Vested in three equal annual installments beginning February 12, 2010.

(12) Vest in three equal annual installments beginning February 12, 2011.

(13) Vest in three equal annual installments beginning February 10, 2012.

(14) Vest in three equal annual installments beginning February 9, 2013.

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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