

CONOCOPHILLIPS  
Form DEFA14A  
April 03, 2017

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

**SCHEDULE 14A Information**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:





































**Transcript of**  
**Annual Meeting Website Welcome Video by**  
**Ryan Lance, Chairman and Chief Executive Officer of**  
**ConocoPhillips**

Welcome to our annual meeting of stockholders website.

Here you will find information about our company, tools to vote your proxy, and access to participate in our virtual annual meeting on Tuesday, May 16th. **More on that shortly.**

The 2017 Proxy Statement outlines what we will discuss at the meeting. It also provides further information on our company, senior leadership, our policies and the measures we take to provide good corporate governance.

To broaden access and enhance participation, we're changing the meeting format this year. Instead of an in-person event, we will host our meeting online. So regardless of where you live, you can participate via the Internet while having the same opportunity for dialogue among shareholders, management and directors as in the past. Just follow the directions posted on this site.

Whether or not you plan to participate in the meeting, please make sure to vote your shares. You can do so through this website or by mail. Please vote as soon as possible.

During 2016 the entire oil and natural gas industry had to adjust to a new reality: price volatility was here to stay. ConocoPhillips faced difficult decisions, but also saw an opportunity to reposition our business.

Last November, we announced an updated value proposition, which is focused on maintaining a strong investment grade balance sheet, growing the dividend and delivering disciplined growth. We also set out five cash allocation priorities for shareholders:

- First, we will invest enough cash to maintain flat production and pay our existing dividend;
- Second, we will grow our dividend;
- Third, we will reduce our debt levels to target an A credit rating;
- Fourth, we will pay out roughly 20 to 30 percent of our cash from operating activities to shareholders through a

combination of the dividend and share buybacks; and

- Fifth, we'll grow production.

By early this year, all five priorities had been activated. And we delivered against all of them.

We believe our strategy will enable us to weather the low-price cycles and outperform during the upcycles.

You can learn more about our performance and how we'll safely execute our plan by joining our virtual annual meeting on Tuesday, May 16th at 9 a.m. Central Time.

Remember, your vote is very important, so please cast your ballot to ensure your shares are represented.

Thank you for your continued support. I look forward to speaking with you soon.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 28, 2017 12:24 PM  
**To:** Krause, Dominique x57356  
**Subject:** #COPINT17# CONOCOPHILLIPS Annual Meeting  
%Z69491\_0\_0123456789012345\_0000001%

The 2017 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2017 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP](http://www.virtualshareholdermeeting.com/COP). You may attend the meeting via the Internet and vote during the meeting.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) OR (ii) you are an employee stockholder to whom we may provide electronic copies of such materials. We are, therefore, pleased to provide you with these materials as well as an opportunity to vote your proxy electronically. Electronic voting is fast and simple and saves our Company money by reducing mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): the four digit number you selected at the time of your enrollment.

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

Voting will be accepted until 11:59 p.m. (EDT) on May 9, 2017.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 28, 2017 12:23 PM  
**To:** Krause, Dominique x57356  
**Subject:** #COPNON17# CONOCOPHILLIPS Annual Meeting  
%Z69489\_0\_0123456789012345\_0000001%

The email below contains a control number which will allow you to direct voting for shares of ConocoPhillips stock in the ConocoPhillips Savings Plan.

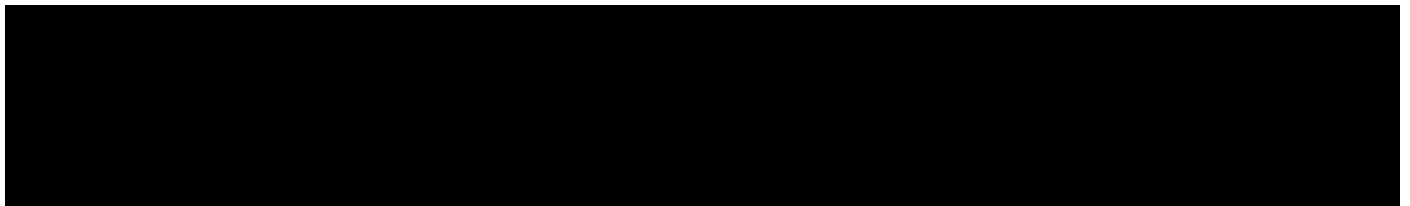
The 2017 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2017 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP](http://www.virtualshareholdermeeting.com/COP). You may attend the meeting via the Internet and vote during the meeting.

As a participant in the Savings Plan, you may direct Vanguard Fiduciary Trust Company, the Trustee of the Savings Plan, to vote the shares of ConocoPhillips Common Stock representing your interest as of March 20, 2017, the record date for the 2017 Annual Meeting of Stockholders. We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

CONTROL NUMBER: 0123456789012345

NAME  
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PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

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<https://www.proxyvote.com/00123456789012345>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 11, 2017.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 28, 2017 12:19 PM  
**To:** Krause, Dominique x57356  
**Subject:** #COPACT17# CONOCOPHILLIPS Annual Meeting  
%Z69488\_0\_0123456789012345\_0000001%

The email below contains a control number which will allow you to act as a fiduciary and direct voting for unvoted shares of ConocoPhillips stock held in the ConocoPhillips Savings Plan.

The 2017 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2017 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP](http://www.virtualshareholdermeeting.com/COP). You may attend the meeting via the Internet and vote during the meeting.

We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

Notice of Fiduciary Vote- As an active employee participating in the Savings Plan you may (and by voting using the control number below, you will) direct Vanguard Fiduciary Trust Company, the Trustee of the Savings Plan, to vote a pro rata portion of all shares of stock representing the interests of Savings Plan participants who fail to give voting direction to the Trustee for the May 16, 2017 Annual Meeting of Stockholders. By electing to direct the Trustee's vote of shares which do not represent your interest in the Savings Plan, you become a fiduciary of the Savings Plan for voting such shares and you must act in the best interest of all participants of the Savings Plan. Fiduciary duties are described further in the Savings Plan Summary Plan Description.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

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Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 11, 2017.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Tuesday, March 28, 2017 12:16 PM  
**To:** Krause, Dominique x57356  
**Subject:** #CONPHIL17# CONOCOPHILLIPS Annual Meeting  
%P87695\_0\_0123456789012345\_0000001%

The 2017 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2017 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP](http://www.virtualshareholdermeeting.com/COP). You may attend the meeting via the Internet and vote during the meeting.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) OR (ii) you are an employee stockholder to whom we may provide electronic copies of such materials. We are, therefore, pleased to provide you with these materials as well as an opportunity to vote your proxy electronically. Electronic voting is fast and simple and saves our Company money by reducing mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. For most stockholders, internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 15, 2017.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.