

Lance Ryan Michael
Form 4
October 09, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lance Ryan Michael

(Last) (First) (Middle)

CONOCOPHILLIPS, 600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/04/2018		M	1,166 A <u>(1)</u>	46,363	D	
Common Stock	10/04/2018		D	<u>1,334</u> (2) D \$ 78.2325	45,029	D	
Common Stock					49,822	I	By Lance Family Trust
Common Stock					<u>12,726.891</u> (3)	I	By ConocoPhillips Savings Plan

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

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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)	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)	8. Amount or Number of Shares
Stock Units	(4)	10/04/2018		M	1,166	10/04/2018 ⁽⁵⁾ ⁽⁶⁾	Common Stock	1,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lance Ryan Michael CONOCOPHILLIPS 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	X		Chairman and CEO	

Signatures

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 15, 2018) 10/09/2018

__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) Each stock unit was the economic equivalent of one share of common stock.
Includes common stock resulting from Mr. Lance's request of the Human Resources and Compensation Committee ("HRCC") to diversify a portion of his holdings by cancelling 1,166 restricted stock units and 168 shares of restricted stock and creating an account in the Key Employee Deferred Compensation Plan of similar value. The HRCC has customarily reviewed such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review. The HRCC approved the request on October 4, 2018.
- (3) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11 and through a qualified plan that are exempt under rule 16a-3.

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- (4) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

On October 4, 2018, the HRCC approved a request of Mr. Lance to diversify a portion of his restricted stock unit holdings by cancelling the units and creating an account in the Key Employee Deferred Compensation Plan of similar value. The HRCC has customarily

- (5) reviewed such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review.
- (6) The stock units 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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