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CONOCOPHILLIPS

Form 8-K

October 08, 2002

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 3, 2002

ConocoPhillips
(Exact name of registrant as specified in its charter)

Delaware	000-49987	01-0562944
(State or other	(Commission	(I.R.S. Employer
jurisdiction of	File Number)	Identification No.)
incorporation)		

600 North Dairy Ashford Road
Houston, Texas 77079
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 293-1000

Item 5. Other Events.

On October 3, 2002, ConocoPhillips issued a notice pursuant to Rule 135c under the Securities Act of 1933 with respect to a private offering of \$400 million of 3.625% Notes due 2007, \$1 billion of 4.75% Notes due 2012 and \$600 million of 5.90% Notes due 2032 fully and unconditionally guaranteed by its wholly owned subsidiaries Conoco Inc. and Phillips Petroleum Company. Such notice is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

On October 4, 2002, ConocoPhillips announced certain information about market and operating conditions experienced by ConocoPhillips during the third quarter of 2002. The press release issued by ConocoPhillips is filed as Exhibit 99.2 to this Current Report and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

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- 99.1 - Press release issued by ConocoPhillips on
October 3, 2002.
- 99.2 - Press release issued by ConocoPhillips on
October 4, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONOCOPHILLIPS

/s/ Rand C. Berney

Rand C. Berney
Vice President and Controller

Date: October 7, 2002

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EXHIBIT INDEX

Exhibit

No.	Description
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- | | |
|------|--|
| 99.1 | - Press release issued by ConocoPhillips on October 3, 2002. |
| 99.2 | - Press release issued by ConocoPhillips on October 4, 2002. |

