

CONOCOPHILLIPS
Form 4
April 04, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
WADE WILLIAM E JR

(Last) (First) (Middle)

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)
03/31/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/31/2006 | | A ⁽¹⁾ | 1,875 A ⁽²⁾ | 1,875 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Options (right to buy) | \$ 13.24 | 03/31/2006 | | A ⁽¹⁾ | | 14,425 | | <u>(3)</u> | 07/12/2011 | Common Stock | 14,425 |
| Stock Options (right to buy) | \$ 14.44 | 03/31/2006 | | A ⁽¹⁾ | | 5,770 | | <u>(3)</u> | 04/17/2012 | Common Stock | 5,770 |
| Stock Options (right to buy) | \$ 16.65 | 03/31/2006 | | A ⁽¹⁾ | | 5,770 | | <u>(3)</u> | 04/23/2013 | Common Stock | 5,770 |
| Stock Options (right to buy) | \$ 22.86 | 03/31/2006 | | A ⁽¹⁾ | | 5,770 | | <u>(3)</u> | 04/21/2014 | Common Stock | 5,770 |
| Stock Options (right to buy) | \$ 34.35 | 03/31/2006 | | A ⁽¹⁾ | | 5,770 | | <u>(3)</u> | 04/27/2015 | Common Stock | 5,770 |
| Phantom Stock Units | <u>(9)</u> | 03/31/2006 | | A ⁽¹⁾ | | 17,209.49 | | <u>(3)</u> | <u>(10)</u> | Common Stock | 17,209.49 |
| Phantom Stock Units | <u>(9)</u> | 03/31/2006 | | A | | 295.49 | | <u>(3)</u> | <u>(10)</u> | Common Stock | 295.49 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WADE WILLIAM E JR 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | X | | |

Signatures

Michael A. Gist, attorney-in-fact (Power of Attorney filed with the Commission on 04/04/2006)

04/04/2006

__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).
- In connection with the merger (the "Merger") of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006, each share of Burlington Resources common stock was converted into the right to receive \$46.50 in cash and 0.7214 shares of
- (1) ConocoPhillips common stock. In addition, certain options and awards with respect to shares of Burlington common stock were converted into options and awards with respect to ConocoPhillips common stock at a ratio of one to approximately 1.4426. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-3.
 - (2) These shares and certain cash were received in connection with the Merger in exchange for 2,600 shares of Burlington common stock.
 - (3) Immediately.
 - (4) Received in connection with the Merger in exchange for options to acquire 10,000 shares of Burlington common stock for \$19.10 per share.
 - (5) Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$20.83 per share.
 - (6) Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$24.02 per share.
 - (7) Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$32.98 per share.
 - (8) Received in connection with the Merger in exchange for options to acquire 4,000 shares of Burlington common stock for \$49.55 per share.
 - (9) 1-for-1
 - (10) These phantom stock units were acquired under a deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.
 - (11) Received in connection with the Merger in exchange for 11,930 Burlington Phantom Stock Units.

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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