

CONOCOPHILLIPS
Form 4
April 30, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LOWE JOHN E

(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)
04/28/2008

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)
Executive Vice President

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	04/28/2008		M		97,800 A \$ 32.81	170,270	D
Common Stock	04/28/2008		S		2,100 D \$ 84.475	168,170	D
Common Stock	04/28/2008		S		1,200 D \$ 84.47	166,970	D
Common Stock	04/28/2008		S		2,031 D \$ 84.42	164,939	D
Common Stock	04/28/2008		S		639 D \$ 84.41	164,300	D

Edgar Filing: CONOCOPHILLIPS - Form 4

Common Stock	04/28/2008	S	1,630	D	\$ 84.4	162,670	D
Common Stock	04/28/2008	S	800	D	\$ 84.39	161,870	D
Common Stock	04/28/2008	S	2,400	D	\$ 84.38	159,470	D
Common Stock	04/28/2008	S	2,700	D	\$ 84.37	156,770	D
Common Stock	04/28/2008	S	1,400	D	\$ 84.34	155,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.32	154,170	D
Common Stock	04/28/2008	S	1,600	D	\$ 84.28	152,570	D
Common Stock	04/28/2008	S	200	D	\$ 84.27	152,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.26	151,170	D
Common Stock	04/28/2008	S	1,000	D	\$ 84.25	150,170	D
Common Stock	04/28/2008	S	400	D	\$ 84.24	149,770	D
Common Stock	04/28/2008	S	2,200	D	\$ 84.23	147,570	D
Common Stock	04/28/2008	S	1,100	D	\$ 84.22	146,470	D
Common Stock	04/28/2008	S	3,300	D	\$ 84.21	143,170	D
Common Stock	04/28/2008	S	5,700	D	\$ 84.2	137,470	D
Common Stock	04/28/2008	S	4,222	D	\$ 84.19	133,248	D
Common Stock	04/28/2008	S	3,378	D	\$ 84.18	129,870	D
Common Stock	04/28/2008	S	100	D	\$ 84.175	129,770	D
Common Stock	04/28/2008	S	11,000	D	\$ 84.17	118,770	D
Common Stock	04/28/2008	S	14,147	D	\$ 84.16	104,623	D
	04/28/2008	S	1,000	D		103,623	D

Edgar Filing: CONOCOPHILLIPS - Form 4

Common Stock					\$	84.155		
Common Stock	04/28/2008	S	5,653	D	\$ 84.15	97,970	D	
Common Stock	04/28/2008	S	1,700	D	\$ 84.14	96,270	D	
Common Stock	04/28/2008	S	2,500	D	\$ 84.13	93,770	D	
Common Stock						3,187.334	I	By ConocoPhillips Savings Plan

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

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.

SEC 1474
(9-02)

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 Option (right to buy)	\$ 32.81 <u>(1)</u>	04/28/2008		M	97,800	<u>(2)</u> 02/08/2014	Common Stock	97,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE JOHN E 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President	

Signatures

Chris Wood, Attorney in Fact (By Power of Attorney filed
herewith)

04/30/2008

__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).

- On June 1, 2005, the Common Stock of the issuer split on a 2-for-1 basis by means of a 100% stock dividend payable to stockholders of
- (1) records as of May 16, 2005. As a result, the exercise price and the number of shares that may be acquired upon exercise of the stock options as of the date of the transactions reported herein reflects the stock split.
 - (2) The stock option became exercisable in three equal annual installments beginning on February 8, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.