

CONOCOPHILLIPS
Form 4
September 02, 2016

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 *
FARACI JOHN V

(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)
05/04/2015

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)
			Code	V	Amount or Price		
Common Stock	05/04/2015		P ⁽¹⁾		808 A \$ 66.97	808	D
Common Stock	07/24/2015		P ⁽¹⁾		415 A \$ 52.92	1,223	D
Common Stock	09/14/2015		P ⁽¹⁾		156 A \$ 46.82	1,391.35 ⁽²⁾	D
Common Stock	10/30/2015		P ⁽¹⁾		165 A \$ 52.65	1,556.35	D
Common Stock	12/09/2015		P ⁽¹⁾		357 A \$ 48.53	1,932.34 ⁽³⁾	D
	12/29/2015		S ⁽¹⁾		1,745 D	187.34	D

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Common Stock						\$ 47.48		
Common Stock	01/29/2016	P ⁽¹⁾	1,978	A		\$ 38.23	2,165.34	D
Common Stock	02/04/2016	S ⁽¹⁾	127	D		\$ 35.4	2,038.34	D
Common Stock	02/05/2016	S ⁽¹⁾	2,038	D		\$ 33.02	0.34	D
Common Stock	02/22/2016	S ⁽¹⁾	0.34	D		\$ 33.74	0	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARACI JOHN V 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079		X		

Signatures

Shannon B. Kinney, Attorney in Fact (by Power of Attorney filed with the Commission on January 20, 2015)

09/02/2016

__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).
The transactions reported in this Form 4 were executed by the reporting person's investment advisor in a managed account as part of the investment advisor's implementation of a large-cap investment strategy involving the securities of multiple issuers. The reporting person has voluntarily paid to the issuer an amount equal to the short-swing profit that would be payable if the reported transactions were deemed subject to Section 16(b) of the Securities Exchange Act of 1934.
- (1) Includes 12.35 shares acquired pursuant to dividend reinvestment in a transaction exempt from Section 16 under Rule 16a-11.
- (2) Includes 12.35 shares acquired pursuant to dividend reinvestment in a transaction exempt from Section 16 under Rule 16a-11.
- (3) Includes 18.99 shares acquired pursuant to dividend reinvestment in a transaction exempt from Section 16 under Rule 16a-11.

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.