

MULVA JAMES J  
Form 4  
April 05, 2012

**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 \*  
MULVA JAMES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 NORTH DAIRY ASHFORD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/04/2012

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

HOUSTON, TX 77079  
  
(City) (State) (Zip)

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

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         |     |                     |                    |                 |                                  |
|-------------|------------------------------------|------------------|------------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
|             |                                    |                  | Code       | V   | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock Units | <u>(1)</u>                         | 04/04/2012       | A          |   | 197,674 |     | <u>(2)</u>          | <u>(3)</u>         | Common<br>Stock | 197,674                          |
| Stock Units | <u>(1)</u>                         | 04/04/2012       | A          |   | 84,246  |     | <u>(2)</u>          | <u>(3)</u>         | Common<br>Stock | 84,246                           |
| Stock Units | <u>(1)</u>                         | 04/04/2012       | A          |   | 41,987  |     | <u>(4)</u>          | <u>(3)</u>         | Common<br>Stock | 41,987                           |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |                                   |
|---|---------------|-----------|---------|-----------------------------------|
|   | Director      | 10% Owner | Officer | Other                             |
| MULVA JAMES J<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 | X             |           |         | Chairman,<br>President and<br>CEO |

## Signatures

Nathan P. Murphy (by Power of Attorney filed on February 17, 2010)

04/05/2012

\*\*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) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.

The stock units will be forfeited if the reporting person separates from services prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; or (d) termination of employment following a

(2) change of control. During the escrow period, the reporting person may not dispose of the stock units. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service in which case the stock units will convert to common stock. The reporting person may also defer conversion of stock units until a later date.

(3) The stock units do not have an expiration date.

The stock units will be forfeited if the reporting person terminates for any reason except death or disability prior to a date certain established by the Human Resources and Compensation Committee of the ConocoPhillips Board of Directors. The stock units will

(4) convert to common stock on the earliest of the reporting person's death, or six months after termination for a reason other than death, unless the units have previously forfeited. The reporting person may not elect to defer conversion of stock units until a later date.

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.