

Phillips 66
Form 4
May 08, 2014

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 *
Johnson Charles Douglas

(Last) (First) (Middle)
3010 BRIARPARK DRIVE
(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Phillips 66 [PSX]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2014

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)
Vice President and Controller

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	(D)	Price
Common Stock	05/07/2014		M		3,250	A	\$ 26.33 10,209
Common Stock	05/07/2014		M		3,711	A	\$ 29.58 13,920
Common Stock	05/07/2014		M		3,648	A	\$ 35.38 17,568
Common Stock	05/07/2014		M		6,903	A	\$ 20.27 24,471
Common Stock	05/07/2014		M		14,668	A	\$ 21.56 39,139

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Common Stock	05/07/2014	M	16,566	A	\$ 31.25	55,705	D
Common Stock	05/07/2014	S	48,746	D	\$ 85.0147	6,959	D
Common Stock						2,526.059 ⁽¹⁾	I

By
Phillips
66
Savings
Plan

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

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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 26.33	05/07/2014		M	3,250	02/10/2009 02/10/2016	Common Stock	3,250
Employee Stock Option (Right to Buy)	\$ 29.58	05/07/2014		M	3,711	02/08/2010 02/08/2017	Common Stock	3,711
Employee Stock Option (Right to Buy)	\$ 35.38	05/07/2014		M	3,648	02/14/2011 02/14/2018	Common Stock	3,648
Employee Stock Option	\$ 20.27	05/07/2014		M	6,903	02/12/2012 02/12/2019	Common Stock	6,903

(Right to Buy)

Employee Stock

Option	\$ 21.56	05/07/2014		M	14,668	02/12/2013	02/12/2020	Common Stock	14,668
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Employee Stock

Option	\$ 31.25	05/07/2014		M	16,566	02/10/2013	02/10/2021	Common Stock	16,566
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Charles Douglas 3010 BRIARPARK DRIVE HOUSTON, TX 77042			Vice President and Controller	

Signatures

Grant F. Adamson, Attorney in Fact by power of attorney filed with the Commission on April 12, 2012 05/07/2014

__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) Includes shares acquired through routine dividend transactions that are exempt under Rule 16a-1.

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.