#### Edgar Filing: CONOCOPHILLIPS - Form 4

| CONOCOPHIL<br>Form 4   |   |  |  |  |                       |   |  |  |   |      |
|--|---|--|--|--|-----------------------|---|--|--|---|------|
| FORM 4   | 1   |  |  |  |                       |   |  |  | PPROVAL   | L    |
|  | UNITED  | STATES                                       |  | RITIES A   |                       |   | COMMISSIO  | N OMB<br>Number:   | 3235-0  | )287 |
| Check this bo<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue | <b>MENT OF</b><br>rsuant to S<br>(a) of the F | ection 1<br>Public U                         | <b>SECUI</b><br>16(a) of th<br>Itility Hol | Estimated<br>burden hou<br>response              | average<br>urs per    | y 31,<br>2005<br>0.5                                      |  |  |   |      |
| See Instruction 1(b).  |   | 30(h)  | of the Iı                                  | nvestmen   | t Compa               | any Act of 1  | 940  |  |   |      |
| (Print or Type Resp  | onses)  |  |  |  |                       |   |  |  |   |      |
| 1. Name and Addro<br>Murti Arjun N   | ess of Reporting                              | Person <u>*</u>                              | Symbol                                     | er Name <b>an</b><br>COPHIL                      |                       | C   | Issuer   | of Reporting Per<br>eck all applicabl                                |   |      |
| (Last)<br>600 NORTH D  |   | Middle)<br>ORD                               |  | of Earliest T<br>Day/Year)<br>2016               | ransactio             | n   | X_ Director<br>Officer (give below)  | 109  | % Owner<br>her (specify   |      |
|  | (Street)                                      |  |  | endment, D<br>onth/Day/Yea                       | -                     | nal   | Applicable Line)<br>_X_ Form filed by  | Joint/Group Fili<br>y One Reporting P                                | erson   |      |
| HOUSTON, T   | X 77079                                       |  |  |  |                       |   | Person   | More than One R  | eporting  |      |
| (City)   | (State)                                       | (Zip)  | Tab  | le I - Non-J                                     | Derivativ             | e Securities A  | cquired, Disposed  | of, or Beneficia   | lly Owned   |      |
|  | ransaction Date<br>onth/Day/Year)             | 2A. Deeme<br>Execution I<br>any<br>(Month/Da | Date, if                                   | 3.<br>Transactic<br>Code<br>(Instr. 8)<br>Code V | Dispose<br>(Instr. 3  | (A) or<br>d of (D)<br>, 4 and 5)<br>(A)<br>or             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) | l    |
| Reminder: Report o   | on a separate line                            | e for each cla                               | ass of sec                                 | urities bene                                     | Pers<br>infor<br>requ | ons who res<br>mation con<br>ired to resp<br>lays a curre | or indirectly.<br>spond to the collectained in this form<br>ond unless the fo<br>ntly valid OMB co                 | n are not<br>orm   | SEC 1474<br>(9-02)  |      |

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

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

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|                | Derivative<br>Security |            |      |   | Acqui<br>(A) or<br>Dispo<br>of (D)<br>(Instr.<br>and 5) | sed<br>3, 4, |                     |                    |                 |  |          |
|----------------|------------------------|------------|------|---|---|--------------|---------------------|--------------------|-----------------|--|----------|
|                |                        |            | Code | V | (A)   | (D)          | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |          |
| Stock<br>Units | <u>(1)</u>             | 10/31/2016 | А    |   | 237   |              | (2)                 | (2)                | Common<br>Stock | 237                                    | \$ 44.02 |

## **Reporting Owners**

| Reporting Owner Name / Address                                |          | Relationsh | nips    |       |
|---|----------|------------|---------|-------|
|   | Director | 10% Owner  | Officer | Other |
| Murti Arjun N<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 | Х        |            |         |       |
| Signatures  |          |            |         |       |

### Signatures

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

\*\*Signature of Reporting Person

11/02/2016

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.
- (2) The reporting person has elected to receive payment as a lump sum six months following separation from service, which election may be changed by the reporting person to provide for deferred payments.
- (3) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

#### **Remarks:**

See attached footnotes page.

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.