

CONOCOPHILLIPS  
Form 8-K  
February 19, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): February 15, 2008  
ConocoPhillips  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-32395**  
(Commission  
File Number)

**01-0562944**  
(I.R.S. Employer  
Identification No.)

**600 North Dairy Ashford  
Houston, Texas 77079**

(Address of principal executive offices and zip code)  
Registrant's telephone number, including area code: **(281) 293-1000**  
**n/a**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 15, 2008, General Charles C. Krulak, a director of ConocoPhillips, notified the Company of his intent to retire as a director of the Company by not standing for re-election at the Company's 2008 annual meeting of stockholders.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 15, 2008, our Board of Directors approved certain clarifying and administrative amendments to our By-Laws. The following summary of the amendments to the By-Laws does not purport to be complete and is qualified in its entirety by reference to the full text of the amended and restated By-Laws filed as Exhibit 99.1 and incorporated by reference herein.

Article I, Section 1 was amended to provide the Company flexibility in determining the location of the Corporation's registered office within the state of Delaware;

Article III, Section 4 was amended to prevent disruption to the operations of the Board of Directors while still affording a procedural safeguard to a minority of directors seeking to call a special meeting without the consent of the Chairman of the Board;

Article III, Section 12 was added to clarify the Board of Directors' ability to ratify a transaction subject to a stockholder derivative claim which was not previously authorized as a result of a procedural error;

Article V, Section 3 was amended to permit authorized officers of the Company to issue lost certificates; and

Article VI, Section 1 was amended to update the permissible means of providing notice and clarify when notice is given.

The By-Law amendments are effective as of February 15, 2008. A complete copy of our By-Laws, as amended, are attached as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 By-Laws of ConocoPhillips, as amended and restated on February 15, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONOCOPHILLIPS**

*/s/ Janet Langford Kelly*

*Janet Langford Kelly*

Senior Vice President,

General Counsel and Corporate Secretary

February 19, 2008