### Edgar Filing: WADE WILLIAM E JR - Form 4

| WADE WILLIAM E JR<br>Form 4<br>May 02, 2012                                |                    |                                     |  |   |  |  |  |                                  |  |
|--|--------------------|-------------------------------------|--|---|--|--|--|----------------------------------|--|
|  | ) STATES           | SECU                                | RITIES 4                               | AND EX  | CHANGE   | E COMMISSIO  | AT -   | PPROVAL                          |  |
| Check this box   |                    | Wa                                  | shington                               | , D.C. 20   | 549  |  | Number:<br>Expires:  | 3235-0287<br>January 31,<br>2005 |  |
| subject to<br>Section 16.<br>Form 4 or                                     | WNERSHIP OF        | Estimated<br>burden hou<br>response | average<br>Jrs per                     |   |  |  |  |                                  |  |
| abligations  | 7(a) of the 1      | Public U                            | Itility Hol                            | lding Cor   |  | nge Act of 1934,<br>of 1935 or Secti<br>940  | •  |                                  |  |
| (Print or Type Responses)  |                    |                                     |  |   |  |  |  |                                  |  |
| 1. Name and Address of Reportin<br>WADE WILLIAM E JR                       | 2. Issue<br>Symbol | er Name <b>an</b>                   | <b>d</b> Ticker or                     | Trading   | 5. Relationship of Reporting Person(s) to Issuer                             |  |  |                                  |  |
|  | (Middle)           |                                     | COPHIL                                 | L   | DP]  | (Che   | eck all applicabl  | e)                               |  |
| (Last) (First)<br>600 NORTH DAIRY ASH                                      |                    | of Earliest T<br>Day/Year)<br>2012  | ransaction                             |   | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below) |  |  |                                  |  |
| (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year)           |                    |                                     |  |   | ıl   | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |                                  |  |
| (City) (State)   | (Zip)              | Tal                                 | ole I - Non-J                          | Derivative  | Securities A   | Person   | of, or Beneficia   | llv Owned                        |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Dat<br>(Month/Day/Year) |                    | ed<br>Date, if                      | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3, 4) | ies<br>(A) or<br>of (D)  | 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         |  |
| Reminder: Report on a separate lin   | ne for each cl     | ass of sec                          | urities bene                           | ficially ow   |  | or indirectly.   |  |                                  |  |
|  |                    |                                     |  | Perso<br>inform<br>requir                             | ns who res<br>nation con<br>red to resp<br>ays a curre                       | spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co  | n are not<br>rm  | 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.         | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Date         | Underlying Securities  | Derivative  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/Year)        | (Instr. 3 and 4)       | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | ;                       |                        | (Instr. 5)  |

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|                | Derivative<br>Security |            |      |   | Securitic<br>Acquire<br>(A) or<br>Dispose<br>of (D)<br>(Instr. 3,<br>4, and 5) | d<br>d                |                    |                 |  |               |
|----------------|------------------------|------------|------|---|--|-----------------------|--------------------|-----------------|--|---------------|
|                |                        |            | 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>             | 04/30/2012 | А    |   | 40   | (2)                   | (2)                | Common<br>Stock | 40                                     | \$<br>71.8525 |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                             |          | Relationsh | ips     |       |
|---|----------|------------|---------|-------|
|   | Director | 10% Owner  | Officer | Other |
| WADE WILLIAM E JR<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 | Х        |            |         |       |
| Signatures  |          |            |         |       |

Nathan P. Murphy, Attorney in Fact (By Power of Attorney filed with the Commission on 05/02/2012 February 2, 2010) \*\*Signature of Reporting Person

## **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 reporting person has elected to receive payment in ten equal annual installments beginning six months following separation from (2)service, which election may be changed by the reporting person to provide for an alternative schedule of deferred payments.
- (3) Includes units acquired through routine dividend transactions that are exempt 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.

Date