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Form 4										
May 10, 201							OMB A	PPROVAL		
-	UNITED		CURITIES A Washington			E COMMISSION	N OMB Number:	3235-0287		
Check th if no lon subject t Section 2 Form 4 c Form 5	ger o 16. or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(ic Utility Ho ne Investmen	•	- ·	t of 1935 or Section 1940	on			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Fox Matthew J			lssuer Name an bol		-	5. Relationship of Reporting Person(s) to Issuer				
(Lost)	(First) (ck all applicable)		
(Last) (First) (Middle) 600 NORTH DAIRY ASHFORD			3. Date of Earliest Transaction (Month/Day/Year) 05/08/2012			Director 10% Owner X Officer (give title Other (specify below) Executive Vice President				
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HOUSTON	I, TX 77079					Person	More than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D) Price	(1115u. <i>3</i> allu 4)				
Reminder: Rep	port on a separate line	e for each class of	securities bene	-	-	or indirectly. spond to the colle	ction of	SEC 1474		
				inform requir	nation cont ed to resp	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Insti
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	05/08/2012		А		10,703		(2)	(4)	Common Stock	10,703	\$
Stock Units	<u>(1)</u>	05/08/2012		А		20,518		(3)	(4)	Common Stock	20,518	\$

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Fox Matthew J 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President		
Signatures					
Nathan P. Murphy, Attorney-In-Fact	05	5/10/2012			

Date

<u>**</u>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 stock units will be forfeited prior to the third anniversary of the grant date if the reporting person terminates for any reason except death, disability, layoff or retirement after the attainment of age 55 with 5 years of service and at least six months have passed since the

(2) grant date in the case of retirement or layoff. The stock units will convert to common stock on the earliest of the reporting person's death, the third anniversary of the grant date, or six months after termination for a reason other than death, unless the units have previously forfeited.

The stock units will be forfeited if the reporting person terminates for any reason except layoff, death or disability prior to the third anniversary of the grant date. The stock units will convert to common stock on the earliest of the reporting person's death, the third

- (3) anniversary of the grant date. The stock units will convert to common stock on the carlest of the reporting person's death, the third anniversary of the grant date, or six months after termination for a reason other than death, unless the units have previously forfeited. The reporting person may also defer conversion of stock units until a later date.
- (4) The stock units do not have an expiration 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.