Edgar Filing: Wallette Don E Jr. - Form 4

Wallette Do Form 4									
January 11,	ЛЛ							-	PPROVAL
	UNITED	STATES		RITIES An ashington			E COMMISSION	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940							nge Act of 1934, t of 1935 or Section	Estimated burden hou response	urs per
(Print or Type	e Responses)								
1. Name and Wallette D	Symbol	er Name an COPHIL		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 600 N. DAIRY ASHFORD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
HOUSTO	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 Person					
(City)	(State)	(Zip)	Tab	ole 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. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)
Reminder: Ro	eport on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont ed to resp sys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	ĺ	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	01/09/2013		А		579.274		(2)	(2)	Common Stock	579.274

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Wallette Don E Jr. 600 N. DAIRY ASHFORD ROAD HOUSTON, TX 77079			Executive Vice President		
Signatures					
Nathan P. Murphy, Attorney-In-Fact	01/1	1/2013			
**Signature of Reporting Person	I	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 phantom stock shares convert to ConocoPhillips common stock on a 1-for-1 basis.

The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of (2) employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment

- that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).
- (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.