

CONOCOPHILLIPS  
Form 4  
April 30, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LOWE JOHN E**

(Last) (First) (Middle)

600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CONOCOPHILLIPS [COP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/28/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/28/2008		M		97,800	A	\$ 32.81 170,270
Common Stock	04/28/2008		S		2,100	D	\$ 84.475 168,170
Common Stock	04/28/2008		S		1,200	D	\$ 84.47 166,970
Common Stock	04/28/2008		S		2,031	D	\$ 84.42 164,939
Common Stock	04/28/2008		S		639	D	\$ 84.41 164,300

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Common Stock	04/28/2008	S	1,630	D	\$ 84.4	162,670	D
Common Stock	04/28/2008	S	800	D	\$ 84.39	161,870	D
Common Stock	04/28/2008	S	2,400	D	\$ 84.38	159,470	D
Common Stock	04/28/2008	S	2,700	D	\$ 84.37	156,770	D
Common Stock	04/28/2008	S	1,400	D	\$ 84.34	155,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.32	154,170	D
Common Stock	04/28/2008	S	1,600	D	\$ 84.28	152,570	D
Common Stock	04/28/2008	S	200	D	\$ 84.27	152,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.26	151,170	D
Common Stock	04/28/2008	S	1,000	D	\$ 84.25	150,170	D
Common Stock	04/28/2008	S	400	D	\$ 84.24	149,770	D
Common Stock	04/28/2008	S	2,200	D	\$ 84.23	147,570	D
Common Stock	04/28/2008	S	1,100	D	\$ 84.22	146,470	D
Common Stock	04/28/2008	S	3,300	D	\$ 84.21	143,170	D
Common Stock	04/28/2008	S	5,700	D	\$ 84.2	137,470	D
Common Stock	04/28/2008	S	4,222	D	\$ 84.19	133,248	D
Common Stock	04/28/2008	S	3,378	D	\$ 84.18	129,870	D
Common Stock	04/28/2008	S	100	D	\$ 84.175	129,770	D
Common Stock	04/28/2008	S	11,000	D	\$ 84.17	118,770	D
Common Stock	04/28/2008	S	14,147	D	\$ 84.16	104,623	D
	04/28/2008	S	1,000	D		103,623	D



## Signatures

Chris Wood, Attorney in Fact (By Power of Attorney filed  
herewith)

04/30/2008

\_\_Signature of Reporting Person

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).

- On June 1, 2005, the Common Stock of the issuer split on a 2-for-1 basis by means of a 100% stock dividend payable to stockholders of
- (1) records as of May 16, 2005. As a result, the exercise price and the number of shares that may be acquired upon exercise of the stock options as of the date of the transactions reported herein reflects the stock split.
  - (2) The stock option became exercisable in three equal annual installments beginning on February 8, 2005.

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.