

BERNEY RAND C
Form 4
November 29, 2004

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 *
BERNEY RAND C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 NORTH DAIRY ASHFORD

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP and Controller

(Street)

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

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

HOUSTON, TX 77079

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 11/24/2004 | | M | 412 A | \$ 34.75 | 9,188 | D |
| Common Stock | 11/24/2004 | | M | 1,766 A | \$ 43.35 | 10,954 | D |
| Common Stock | 11/24/2004 | | M | 293 A | \$ 43.75 | 11,247 | D |
| Common Stock | 11/24/2004 | | M | 607 A | \$ 45.75 | 11,854 | D |
| Common Stock | 11/24/2004 | | M | 4,400 A | \$ 46.29 | 16,254 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------|---|--------------------------------------|
| Common Stock | 11/24/2004 | | M | 150 | A | \$ 50.25 | 16,404 | D | |
| Common Stock | 11/24/2004 | | F | 3,823 | D | \$ 89.55 | 12,581 | D | |
| Common Stock | | | | | | | 11,431 | I | By ConocoPhillips Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 34.75 | 11/24/2004 | | M | 412 | 03/12/2002 01/08/2006 | Common Stock | 412 | |
| Stock Options (right to buy) | \$ 43.35 | 11/24/2004 | | M | 1,766 | 03/12/2002 01/12/2008 | Common Stock | 1,766 | |
| Stock Options (right to buy) | \$ 43.75 | 11/24/2004 | | M | 293 | 03/12/2002 02/09/2007 | Common Stock | 293 | |
| Stock Options (right to buy) | \$ 45.75 | 11/24/2004 | | M | 607 | 03/12/2002 01/13/2007 | Common Stock | 607 | |
| Stock Options | \$ 46.29 | 11/24/2004 | | M | 4,400 | 03/12/2002 10/12/2008 | Common Stock | 4,400 | |

(right to buy)

Stock

| | | | | | | | | |
|------------------------|----------|------------|---|-----|------------|------------|--------------|-----|
| Options (right to buy) | \$ 50.25 | 11/24/2004 | M | 150 | 03/12/2002 | 12/08/2007 | Common Stock | 150 |
|------------------------|----------|------------|---|-----|------------|------------|--------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERNEY RAND C 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | | VP and Controller | |

Signatures

| | |
|---|------------|
| Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004) | 11/29/2004 |
|---|------------|

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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