Mandell Brian
Form 3
August 07, 2018

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â Mandell Brian
(Last) (First) (Middle)

2331 CITYWEST BLVD.
(Street)

HOUSTON,Â TXÂ 77042
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/01/2018

3. Issuer Name **and** Ticker or Trading Symbol
Phillips 66 [PSX]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,035.512 (1)	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/03/2025	Common Stock	3,000	$ 74.135	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/02/2026	Common Stock	9,800	$ 78.62	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/07/2027	Common Stock	14,100	$ 78.475	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/06/2028	Common Stock	12,100	$ 94.85	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandell Brian 2331 CITYWEST BLVD. HOUSTON,Â TXÂ 77042	Â	Â	Â Senior Vice President	Â

Signatures

Amanda K. Maki, as Attorney-in-Fact	08/07/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,328 restricted stock units (RSUs) - 2,522 RSUs that vest on February 2, 2019; 3,642 RSUs that vest on February 7, 2020; and 3,164 RSUs that vest on February 6, 2021.

(2) The stock options become exercisable in three equal annual installments beginning February 3, 2016.

(3) The stock options become exercisable in three equal annual installments beginning February 2, 2017.

(4) The stock options become exercisable in three equal annual installments beginning February 7, 2018.

(5) The stock options become exercisable in three equal annual installments beginning February 6, 2019.

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.