

CAVANEY RED  
Form 3  
December 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CAVANEY RED		(Month/Day/Year)	CONOCOPHILLIPS [COP]	
(Last)	(First)	(Middle)	12/07/2012	
600 NORTH DAIRY ASHFORD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77079			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

**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	1,780.205	I	By ConocoPhillips Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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	

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				Shares		(I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	1,939,924	\$ (2)	D	Â
Stock Option (Right to Buy)	Â (3)	02/12/2019	Common Stock	51,877	\$ 34.67	D	Â
Stock Option (Right to Buy)	Â (3)	02/12/2020	Common Stock	55,938	\$ 36.9	D	Â
Stock Option (Right to Buy)	Â (3)	02/10/2021	Common Stock	44,377	\$ 53.47	D	Â
Stock Option (Right to Buy)	Â (3)	02/09/2022	Common Stock	52,870	\$ 54.8	D	Â
Stock Units	Â (6)	Â (5)	Common Stock	9,561	\$ (4)	D	Â
Stock Units	Â (6)	Â (5)	Common Stock	45,249	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAVANEY RED 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Â	Â	Â Senior Vice President	Â

## Signatures

Shannon B. Weinberg, Attorney In Fact (by Power of Attorney filed herewith)

12/17/2012

\*\*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).

- The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of
- (1) employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgement that it is not an exempt transaction under the Excess Benefit Plan pursuant to Rule 16a-3(c).
  - (2) The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.
  - (3) The stock options become exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
  - (4) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
  - (5) The stock units do not have an expiration date.
  - (6) The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment by the Company without cause or by mutual agreement; (c) termination of employment due to death or total disability; or (d) termination of employment following a change in control. During the escrow period, the reporting person may not dispose of the stock units. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service

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in which case the stock units will convert to common stock. The reporting person may also elect to defer conversion of stock units until a later date.

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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