

WADE WILLIAM E JR  
Form 4  
March 19, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
WADE WILLIAM E JR

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2009

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

HOUSTON, TX 77079

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

(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)
				Code	V Amount (A) or (D) Price			
Common Stock	03/18/2009		M		14,425 A \$ 13.237	16,300	D	
Common Stock	03/18/2009		F		5,175 D \$ 36.9309	11,125	D	
Common Stock	03/18/2009		M		5,770 A \$ 14.4415	16,895	D	
Common Stock	03/18/2009		F		2,258 D \$ 36.9309	14,637	D	
Common Stock	03/18/2009		M		5,770 A \$ 22.864	20,407	D	
	03/18/2009		F		3,575 D	16,832	D	

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Common Stock					\$ 36.9309			
Common Stock	03/18/2009		M	5,770	A	\$ 16.6528	22,602	D
Common Stock	03/18/2009		F	2,603	D	\$ 36.9309	19,999	D
Common Stock	03/18/2009		M	5,770	A	\$ 34.3454	25,769	D
Common Stock	03/18/2009		F	5,372	D	\$ 36.9309	20,397	D
Common Stock							367	I
								By Wade Family Trust

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

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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
Stock Option (right to buy)	\$ 13.237 <sup>(1)</sup>	03/18/2009		M	14,425	<sup>(1)</sup> 03/31/2009	Common Stock	14,425
Stock Option (right to buy)	\$ 14.4415 <sup>(1)</sup>	03/18/2009		M	5,770	<sup>(1)</sup> 03/31/2009	Common Stock	5,770
Stock Option (right to buy)	\$ 22.864 <sup>(1)</sup>	03/18/2009		M	5,770	<sup>(1)</sup> 03/31/2009	Common Stock	5,770

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Stock Option (right to buy)	\$ 16.6528 <u>(1)</u>	03/18/2009	M	5,770	<u>(1)</u>	03/31/2009	Common Stock	5,770
Stock Option (right to buy)	\$ 34.3454 <u>(2)</u>	03/18/2009	M	5,770	<u>(2)</u>	03/31/2009	Common Stock	5,770

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADE WILLIAM E JR 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	X			

## Signatures

Chris Wood (By Power of Attorney filed with the Commission on May 2, 2008)

03/19/2009

  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).
  - (1) The right to buy stock reflected by this stock option was initially granted to the reporting person by Burlington Resources Inc., and has been exercisable since the grant date. In June 2005, the common stock of Burlington Resources split on a 2-for-1 basis, and, following ConocoPhillips' acquisition of Burlington Resources in March 2006, the stock option converted into an option to purchase ConocoPhillips stock in accordance with the terms of the Agreement and Plan of Merger. 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 reflect the stock split and the conversion upon merger.
  - (2) The right to buy stock reflected by this stock option was initially granted to the reporting person by Burlington Resources Inc., and has been exercisable since the grant date. Following ConocoPhillips' acquisition of Burlington Resources in March 2006, the stock option converted into an option to purchase ConocoPhillips stock in accordance with the terms of the Agreement and Plan of Merger. 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 reflect the conversion upon merger.

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.