

Hirshberg Al J.  
Form 4  
February 21, 2018

**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 \*  
Hirshberg Al J.

(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)  
02/17/2018

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	02/17/2018		M		25,920	A	11
Common Stock	02/17/2018		D		16,798	D	\$ 54.645
Common Stock	02/17/2018		F		9,122	D	\$ 54.645

Common Stock 4,000 I As Trustee for The Charles S. Hirshberg, MD Revocable Trust

Common Stock	5,000	I	As Trustee for The Charles S. Hirshberg, MD and Dorothy W. Hirshberg Family Trust
Common Stock	1,431.16 <sup>(2)</sup>	I	By ConocoPhillips Savings Plan

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

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(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. Price or Amount of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	<u>(3)</u>	02/17/2018		M	25,920	<u>(4)</u>	<u>(5)</u>	Common Stock	25,920

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Hirshberg AI J.  
600 NORTH DAIRY ASHFORD  
HOUSTON, TX 77079

Executive Vice President

## Signatures

Anna Jones (by Power of Attorney filed with the Commission on February 6, 2018)

02/21/2018

                        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) Each stock unit was the economic equivalent of one share of common stock. The shares settled in cash.

(2) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

(3) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

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 after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 17, 2018. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death (ii) February 17, 2018 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

(5) The stock units do not have an expiration 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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