

Phillips 66  
Form 8-K  
May 09, 2014

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report: May 7, 2014  
(Date of earliest event reported)

Phillips 66  
(Exact name of registrant as specified in its charter)

Delaware	001-35349	45-3779385
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3010 Briarpark Drive  
Houston, Texas 77042  
(Address of principal executive offices and zip code)

(281) 293-6600  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07 Submission of Matters to a Vote of Security Holders.

We held our annual meeting of stockholders on May 7, 2014, at which a quorum was present. The table below sets forth final voting results for each matter voted on at that meeting, as certified by the independent inspector of election, the number of votes cast for and against, as well as the number of abstentions and broker non-votes.

Matter	For	Against	Abstentions	Broker Non-Votes
1. Election of three directors				
(a) William R. Loomis, Jr.	401,311,541	3,213,737	2,054,577	86,300,302
(b) Glenn F. Tilton	378,728,805	25,775,695	2,075,355	86,300,302
(c) Marna C. Whittington	401,013,025	3,534,743	2,032,087	86,300,302
2. Ratification of selection of Ernst & Young LLP as independent registered public accounting firm	488,414,302	2,718,729	1,747,126	—
3. Advisory vote on executive compensation	345,140,923	57,093,899	4,345,033	86,300,302
4. Stockholder proposal on greenhouse gas reduction goals	89,983,220	227,744,567	88,852,068	86,300,302

Following recent shareholder engagement, we have agreed to include a management proposal in the proxy statement for our 2015 annual meeting asking our shareholders to affirmatively vote to declassify our board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Phillips 66

Dated: May 9, 2014

By: /s/ Paula A. Johnson  
Paula A. Johnson  
Executive Vice President, Legal, General Counsel and  
Corporate Secretary