

CONOCOPHILLIPS

Form 4

April 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIMBACHER RANDY L

(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)
03/31/2006

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)

ExecVP-Exploration&Production

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	03/31/2006		A ⁽¹⁾		59,323	A	<u>2</u> 59,323

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

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information contained in this form are not
required to respond unless the form
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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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 30.65	03/31/2006		A ⁽¹⁾		3,173		<u>(3)</u>	01/25/2015	Common Stock	3,173
Stock Options (right to buy)	\$ 30.65	03/31/2006		A ⁽¹⁾		22,071		<u>(3)</u>	01/26/2015	Common Stock	22,071
Stock Options (right to buy)	\$ 30.65	03/31/2006		A ⁽¹⁾		25,244		<u>(3)</u>	01/26/2015	Common Stock	25,244
Stock Options (right to buy)	\$ 62.99	03/31/2006		A ⁽¹⁾		1,586		<u>(7)</u>	01/24/2016	Common Stock	1,586
Stock Options (right to buy)	\$ 62.99	03/31/2006		A ⁽¹⁾		41,689		<u>(7)</u>	01/25/2016	Common Stock	41,689
Phantom Stock Units	<u>(10)</u>	03/31/2006		A ⁽¹⁾		29,463.29		<u>(3)</u>	<u>(11)</u>	Common Stock	29,463.29

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIMBACHER RANDY L 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			ExecVP-Exploration&Production	

Signatures

Michael A. Gist, attorney-in-fact (Power of Attorney filed with the Commission on 04/04/2006)

04/04/2006

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).

- In connection with the merger (the "Merger") of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006, each share of Burlington Resources common stock was converted into the right to receive \$46.50 in cash and 0.7214 shares of ConocoPhillips common stock. In addition, certain options and awards with respect to shares of Burlington common stock were converted into options and awards with respect to ConocoPhillips common stock at a ratio of one to approximately 1.4426. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-3.
- (1) 47,062 of these shares and certain cash were received in connection with the Merger in exchange for 65,239 shares of Burlington common stock. 12,261 of these shares were received in connection with the Merger in exchange for 8,500 shares of Burlington common stock.
- (2) Immediately.
- (3) Received in connection with the Merger in exchange for options to acquire 2,200 shares of Burlington common stock for \$44.22 per share.
- (4) Received in connection with the Merger in exchange for options to acquire 15,300 shares of Burlington common stock for \$44.22 per share.
- (5) Received in connection with the Merger in exchange for options to acquire 17,500 shares of Burlington common stock for \$44.22 per share.
- (6) The options vest in two equal installments on January 25, 2007 and January 25, 2008.
- (7) Received in connection with the Merger in exchange for options to acquire 1,100 shares of Burlington common stock for \$90.87 per share.
- (8) Received in connection with the Merger in exchange for options to acquire 28,900 shares of Burlington common stock for \$90.87 per share.
- (9) 1-for-1
- (10) These phantom stock units were acquired under a deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.
- (11) Received in connection with the Merger in exchange for 20,424.39 Burlington Phantom Stock Units.

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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