#### Edgar Filing: Gallogly James L - Form 4

Form 4	mes L										
January 22,	2009										
FORM	14		CECU	DIFIE		CHANGE		-	OMB APPROVAL		
Washington, D.C. 20549							N OMB Number:	3235-0287			
Check the check	nger		Expires:	January 31, 2005							
subject to STATEMENT OF CHANGES IN BENE Section 16. SECURITIES					RITIES			Estimated a burden hou response	imated average den hours per		
obligation may con <i>See</i> Inst 1(b).	ons Section 17(	(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
1. Name and Gallogly Ja	Person <sup>*</sup>	Symbol	er Name <b>an</b> COPHIL		-	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3. Date of Earliest Transaction					,	(Check all applicable)					
600 NORTH DAIRY ASHFORD			(Month/Day/Year) 01/21/2009				Director 10% Owner X_ Officer (give title Other (specify below) below) Executive Vice President				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
HOUSTON	N, TX 77079						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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)		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly. spond to the colle	otion of f	SEC 1474		
					inforr requi	nation cont red to resp ays a curre	tained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Disp	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
				Code	V (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	01/21/2009		А	847	7.208		(2)	(2)	Common Stock	847.208

# **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Gallogly James L 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President	
Signaturos				

### Signatures

Chris Wood, Attorney in Fact (by Power of Attorney filed with the Commission on July 21, 2008) 01/22/2009

\*\*Signature of Reporting Person

## **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 shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.

The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of (2) employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment

- (2) employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).
- (3) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.

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.

Date

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