

CONOCOPHILLIPS

Form 4

August 17, 2005

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 *
BERNEY RAND C

(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)
08/15/2005

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)

VP and Controller

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	08/15/2005		M		6,824	A	\$ 17.38
Common Stock	08/15/2005		M		4,986	A	\$ 22.88
Common Stock	08/15/2005		M		614	A	\$ 21.88
Common Stock	08/15/2005		M		300	A	\$ 25.13
Common Stock	08/15/2005		F		3,837	D	\$ 66.08

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Common Stock	08/15/2005	I	13,642	D	\$ 65.98	10,105 ⁽²⁾	I	By ConocoPhillips Savings Plan
Common Stock	08/15/2005	I	9,127	D	\$ 65.74	978	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. Amount or Number of Shares (Instr. 5 and 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 17.38	08/15/2005		M		6,824		03/12/2002	01/08/2006	Common Stock	6,824
Stock Options (right to buy)	\$ 22.88	08/15/2005		M		4,986		03/12/2002	01/13/2007	Common Stock	4,986
Stock Options (right to buy)	\$ 21.88	08/15/2005		M		614		03/12/2002	02/09/2007	Common Stock	614
Stock Options (right to buy)	\$ 25.13	08/15/2005		M		300		03/12/2002	12/08/2007	Common Stock	300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNEY RAND C 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			VP and Controller	

Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)

08/17/2005

____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).

On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of
(1) common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person as of the date of the transaction reported herein reflects the stock dividend.

On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of
(2) common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person through the ConocoPhillips Savings Plan as of the date of the transaction reported herein reflects the stock dividend.

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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