

CONOCOPHILLIPS

Form 4

February 13, 2017

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 *
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)
02/09/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/09/2017		M		20,554	A	\$ 49.905	60,539	D	
Common Stock	02/09/2017		F		5,214	D	\$ 49.905	55,325	D	
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.

1,399.644 I
(1)

By
ConocoPhillips
Savings Plan

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SEC 1474
(9-02)

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 Paid for Derivative Security (Instr. 3)			
				Code	V	(A)	(D)				
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Units	(2)	02/09/2017		M		20,554	(3)	(4)	Common Stock	20,554	\$

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Executive Vice President

Stephen D. Elison (by Power of Attorney filed with the Commission on February 7, 2013)

02/13/2017

 **Signature of Reporting Person

Date _____

* 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).

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

- (3) change in control; or (e) February 9, 2017. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in shares on the later of (a) the end of the escrow period or (b) the earlier of (i) death (ii) February 9, 2017 or (iii) six months after separation from service in which case the stock units will be settled in shares based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.
- (4) 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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