

Lance Ryan Michael
Form 4
October 09, 2018

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 *
Lance Ryan Michael

(Last) (First) (Middle)

CONOCOPHILLIPS, 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)
10/04/2018

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)

Chairman and CEO

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)
Common Stock	10/04/2018		M	1,166 A	46,363	D	
Common Stock	10/04/2018		D	1,334 (2) D	\$ 78.2325 45,029	D	
Common Stock					49,822	I	By Lance Family Trust
Common Stock					12,726.891 (3)	I	By ConocoPhillips Savings Plan

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

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. Deemed Settlement Date (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	(4)	10/04/2018		M	1,166	10/04/2018(5)	(6)	Common Stock	1,166

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vance Ryan Michael MONOCOPHILLIPS 100 NORTH DAIRY ASHFORD HOUSTON, TX 77079	X		Chairman and CEO	

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 15, 2018)	10/09/2018
**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).
- (1) Each stock unit was the economic equivalent of one share of common stock.
- Includes common stock resulting from Mr. Lance's request of the Human Resources and Compensation Committee ("HRCC") to diversify a portion of his holdings by cancelling 1,166 restricted stock units and 168 shares of restricted stock and creating an account in
- (2) the Key Employee Deferred Compensation Plan of similar value. The HRCC has customarily reviewed such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review. The HRCC approved the request on October 4, 2018.
- (3) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11 and through a qualified plan that are exempt under rule 16a-3.

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- (4) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

On October 4, 2018, the HRCC approved a request of Mr. Lance to diversify a portion of his restricted stock unit holdings by cancelling

- (5) the units and creating an account in the Key Employee Deferred Compensation Plan of similar value. The HRCC has customarily reviewed such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review.

- (6) 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.

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.