#### Edgar Filing: FREDERICKSON PHILIP L - Form 4

FREDERIO Form 4 February 0	ЛЛ									1B APPR	OVAL
	VI 4 UNITED	) STATES						COMMISSIO	0	3	235-0287
	this box		vv	ashingto	n, D.C. 2	20549			Numbe Expire	er: la	nuary 31,
if no lo subject Sectior Form 4 Form 5 obligat	to 16. or Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								s. ated avera n hours pe nse	•
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	e Responses)										
FREDERICKSON PHILIP L Symbo				suer Name <b>and</b> Ticker or Trading ol IOCOPHILLIPS [COP]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		of Earliest	-	-		(Cł	neck all appl	icable)	
(M			(Month	(Month/Day/Year) 02/03/2005				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
Filed(M				Amendment, Date Original I(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>			
	N, TX 77079							Person	,		8
(City)	(State)	(Zip)	Та	ble I - Non				quired, Disposed	l of, or Bene	ficially O	wned
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4	sposed 4 and 3 (A) or	l of (D) 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. Natur Indirect Owners (Instr. 4	Beneficial hip
Common	02/02/2005			Code V		(D)	Price		D		
Stock	02/03/2005			М	11,575	А	\$41	34,470	D		
Common Stock	02/03/2005			S	257	D	\$ 95.96	34,213	D		
Common Stock	02/03/2005			S	8,881	D	\$ 95.85	25,332	D		
Common Stock	02/03/2005			F	1,048	D	\$ 95.32	24,284	D		
Common Stock								279	Ι	See fo	otnote (1)

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Common Stock	1,299	Ι	By ConocoPhillips Savings Plan
			Suvings I lun

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

#### 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Sha
Stock Options (right to buy)	\$ 41	02/03/2005		М		11,575	11/05/1998	01/28/2007	Common Stock	11,57
Stock Options (right to buy)	\$ 95.32	02/03/2005		А	1,049		08/02/2005	01/28/2007	Common Stock	1,04

## **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
FREDERICKSON PHILIP L 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President			
Signatures						

### Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)	02/07/2005
**Signature of Reporting Person	Date

\*\*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) Includes 139 shares and 140 shares held as custodian under the Uniform Gifts to Minors Act for the reporting person's minor son and daughter, respectively.

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.