

Mandell Brian  
Form 3  
August 07, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mandell Brian		(Month/Day/Year)	Phillips 66 [PSX]	
(Last)	(First)	(Middle)	08/01/2018	
2331 CITYWEST BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77042			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,035.512 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/03/2025	Common Stock	3,000	\$ 74.135	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/02/2026	Common Stock	9,800	\$ 78.62	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/07/2027	Common Stock	14,100	\$ 78.475	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/06/2028	Common Stock	12,100	\$ 94.85	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandell Brian 2331 CITYWEST BLVD. HOUSTON, TX 77042	Â	Â	Â Senior Vice President	Â

## Signatures

Amanda K. Maki, as  
Attorney-in-Fact

08/07/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 9,328 restricted stock units (RSUs) - 2,522 RSUs that vest on February 2, 2019; 3,642 RSUs that vest on February 7, 2020; and 3,164 RSUs that vest on February 6, 2021.
- (2) The stock options become exercisable in three equal annual installments beginning February 3, 2016.
- (3) The stock options become exercisable in three equal annual installments beginning February 2, 2017.
- (4) The stock options become exercisable in three equal annual installments beginning February 7, 2018.
- (5) The stock options become exercisable in three equal annual installments beginning February 6, 2019.

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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