

Lance Ryan Michael
 Form 4
 May 12, 2010

FORM 4

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

OMB APPROVAL

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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

(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)
 05/10/2010

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)
 Senior Vice President

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 | 05/10/2010 | | M | 1,633 A \$ 31.14 | 2,525.7997 | D | |
| Common Stock | 05/10/2010 | | F | 901 D \$ 56.47 | 1,624.7997 | D | |
| Common Stock | 05/11/2010 | | M | 1,927 A \$ 31.14 | 3,551.7997 | D | |
| Common Stock | 05/11/2010 | | M | 1,600 A \$ 32.16 | 5,151.7997 | D | |
| Common Stock | | | | | 3,858.961 (1) | I | By ConocoPhillips Savings Plan |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (rights to buy) | \$ 31.14 | 05/10/2010 | | M | 1,633 | ⁽²⁾ 10/09/2010 | Common Stock | 1,633 |
| Stock Options (rights to buy) | \$ 31.14 | 05/11/2010 | | M | 1,927 | ⁽²⁾ 10/09/2010 | Common Stock | 1,927 |
| Stock Options (rights to buy) | \$ 32.16 | 05/11/2010 | | M | 1,600 | ⁽³⁾ 09/11/2010 | Common Stock | 1,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lance Ryan Michael CONOCOPHILLIPS 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | | Senior Vice President | |

Signatures

Chris Wood (by Power of Attorney filed with the Commission on May 29, 2009) 05/12/2010

____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).

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

(2) The options became exercisable in three equal annual installments beginning on the first anniversary of the October 9, 2000 grant.

(3) The options became exercisable in four equal annual installments beginning on the first anniversary of the September 11, 2000 grant.

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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