

CONOCOPHILLIPS  
Form 4  
April 30, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LOWE JOHN E**

(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)  
**04/28/2008**

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)  
**Executive 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	04/28/2008		M		97,800	A	\$ 32.81 170,270
Common Stock	04/28/2008		S		2,100	D	\$ 84.475 168,170
Common Stock	04/28/2008		S		1,200	D	\$ 84.47 166,970
Common Stock	04/28/2008		S		2,031	D	\$ 84.42 164,939
Common Stock	04/28/2008		S		639	D	\$ 84.41 164,300

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Common Stock	04/28/2008	S	1,630	D	\$ 84.4	162,670	D
Common Stock	04/28/2008	S	800	D	\$ 84.39	161,870	D
Common Stock	04/28/2008	S	2,400	D	\$ 84.38	159,470	D
Common Stock	04/28/2008	S	2,700	D	\$ 84.37	156,770	D
Common Stock	04/28/2008	S	1,400	D	\$ 84.34	155,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.32	154,170	D
Common Stock	04/28/2008	S	1,600	D	\$ 84.28	152,570	D
Common Stock	04/28/2008	S	200	D	\$ 84.27	152,370	D
Common Stock	04/28/2008	S	1,200	D	\$ 84.26	151,170	D
Common Stock	04/28/2008	S	1,000	D	\$ 84.25	150,170	D
Common Stock	04/28/2008	S	400	D	\$ 84.24	149,770	D
Common Stock	04/28/2008	S	2,200	D	\$ 84.23	147,570	D
Common Stock	04/28/2008	S	1,100	D	\$ 84.22	146,470	D
Common Stock	04/28/2008	S	3,300	D	\$ 84.21	143,170	D
Common Stock	04/28/2008	S	5,700	D	\$ 84.2	137,470	D
Common Stock	04/28/2008	S	4,222	D	\$ 84.19	133,248	D
Common Stock	04/28/2008	S	3,378	D	\$ 84.18	129,870	D
Common Stock	04/28/2008	S	100	D	\$ 84.175	129,770	D
Common Stock	04/28/2008	S	11,000	D	\$ 84.17	118,770	D
Common Stock	04/28/2008	S	14,147	D	\$ 84.16	104,623	D
	04/28/2008	S	1,000	D		103,623	D

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Common Stock					\$	84.155			
Common Stock	04/28/2008		S	5,653	D	\$ 84.15	97,970	D	
Common Stock	04/28/2008		S	1,700	D	\$ 84.14	96,270	D	
Common Stock	04/28/2008		S	2,500	D	\$ 84.13	93,770	D	
Common Stock							3,187.334	I	By ConocoPhillips Savings Plan

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

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**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 Option (right to buy)	\$ 32.81 <u>(1)</u>	04/28/2008		M	97,800	<u>(2)</u> 02/08/2014	Common Stock	97,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE JOHN E 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President	

## Signatures

Chris Wood, Attorney in Fact (By Power of Attorney filed  
herewith)

04/30/2008

\_\_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).

- On June 1, 2005, the Common Stock of the issuer split on a 2-for-1 basis by means of a 100% stock dividend payable to stockholders of
- (1) records as of May 16, 2005. As a result, the exercise price and the number of shares that may be acquired upon exercise of the stock options as of the date of the transactions reported herein reflects the stock split.
  - (2) The stock option became exercisable in three equal annual installments beginning on February 8, 2005.

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