

CONOCOPHILLIPS
Form 8-K
May 13, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 13, 2015 (May 12, 2015)**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32395
(Commission
File Number)

01-0562944
(I.R.S. Employer
Identification No.)

600 North Dairy Ashford
Houston, Texas 77079
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(281) 293-1000**

n/a

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

ConocoPhillips held its annual meeting of stockholders on May 12, 2015. The results of the matters submitted to a vote of the stockholders at the meeting are set forth below.

ELECTION OF DIRECTORS

All 11 nominated directors were elected to serve a one-year term.

| | Number of Shares | | | Broker Nonvotes |
|------------------------|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| Richard L. Armitage | 810,886,577 | 11,578,519 | 3,864,262 | 246,408,887 |
| Richard H. Auchinleck | 804,477,115 | 17,374,446 | 4,477,797 | 246,408,887 |
| Charles E. Bunch | 809,321,271 | 13,257,197 | 3,750,890 | 246,408,887 |
| James E. Copeland, Jr. | 813,090,903 | 9,355,367 | 3,883,088 | 246,408,887 |
| John V. Faraci | 817,473,507 | 5,095,026 | 3,760,825 | 246,408,887 |
| Jody L. Freeman | 812,990,810 | 9,692,394 | 3,646,154 | 246,408,887 |
| Gay Huey Evans | 813,719,091 | 8,865,056 | 3,745,211 | 246,408,887 |
| Ryan M. Lance | 788,227,998 | 31,762,852 | 6,338,508 | 246,408,887 |
| Arjun N. Murti | 816,937,854 | 5,611,143 | 3,780,361 | 246,408,887 |
| Robert A. Niblock | 808,611,931 | 14,017,259 | 3,700,168 | 246,408,887 |
| Harald J. Norvik | 809,873,406 | 12,750,847 | 3,705,105 | 246,408,887 |

RATIFICATION OF AUDITORS

The ratification of the appointment of Ernst & Young LLP as ConocoPhillips independent registered public accounting firm for 2015 was approved.

| | Number of Shares | | | Broker Nonvotes |
|--|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| Ratification of Appointment of Ernst & Young LLP as ConocoPhillips Independent Registered Public Accounting Firm | 1,057,199,979 | 11,396,379 | 4,141,887 | |

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The advisory approval of the compensation of our Named Executive Officers was approved.

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| | Number of Shares | | | |
|--|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | Broker Nonvotes |
| Advisory Approval of the Compensation of our Named Executive Officers | 773,076,753 | 46,728,703 | 6,523,902 | 246,408,887 |

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STOCKHOLDER PROPOSAL: REPORT ON LOBBYING EXPENDITURES

A stockholder proposal for the Company to publish an annual report disclosing expenditures for direct and indirect lobbying and grassroots lobbying was not approved.

| | Number of Shares | | | Broker Nonvotes |
|---------------------------------|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| Report on Lobbying Expenditures | 191,193,759 | 521,551,547 | 113,584,052 | 246,408,887 |

STOCKHOLDER PROPOSAL: NO ACCELERATED VESTING UPON CHANGE IN CONTROL

A stockholder proposal for the Company to adopt a policy that upon a change in control there will be no accelerated vesting of performance shares or units granted to any senior executive was not approved.

| | Number of Shares | | | Broker Nonvotes |
|---|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| No Accelerated Vesting Upon Change in Control | 238,491,246 | 580,665,946 | 7,172,166 | 246,408,887 |

STOCKHOLDER PROPOSAL: POLICY ON USING RESERVES METRICS TO DETERMINE INCENTIVE COMPENSATION

A stockholder proposal for the Company to adopt a policy that it will not use any metric based on reserves to determine incentive compensation for senior executives without adjusting under a demand reduction scenario was not approved.

| | Number of Shares | | | Broker Nonvotes |
|--|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| Policy on Using Reserves Metrics to Determine Incentive Compensation | 45,835,441 | 738,460,300 | 42,033,617 | 246,408,887 |

STOCKHOLDER PROPOSAL: PROXY ACCESS

A stockholder proposal for the Company to adopt, and present for stockholder approval, a proxy access bylaw was approved.

| | Number of Shares | | | Broker Nonvotes |
|--------------|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | |
| Proxy Access | 444,379,995 | 374,315,155 | 7,634,208 | 246,408,887 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONOCOPHILLIPS

May 13, 2015

/s/ Janet Langford Kelly
Janet Langford Kelly
Senior Vice President, Legal,
General Counsel and Corporate Secretary