CONOCOPHILLIPS

Form 4 October 04, 2016

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

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 * NIBLOCK ROBERT A

(First) (Middle) (Last)

600 NORTH DAIRY ASHFORD

ROAD

HOUSTON, TX 77079

(City)

1.Title of

Security

(Instr. 3)

(Street)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction (Month/Day/Year)

09/30/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

(State) (Zip) 2. Transaction Date 2A. Deemed

> TransactionAcquired (A) or Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

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

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information contained in this form are not 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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** Derivativ (Instr. 3 and 4) Security

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

5. Amount of

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X_ Director

Applicable Line)

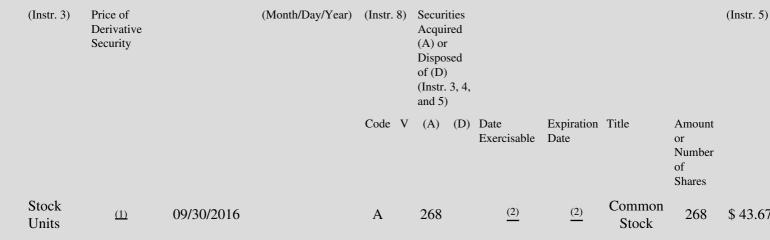
Officer (give title

Estimated average

burden hours per

1

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NIBLOCK ROBERT A
600 NORTH DAIRY ASHFORD ROAD X
HOUSTON, TX 77079

Signatures

Shannon B. Kinney, Attorney in Fact (by Power of Attorney filed with the Commission on January 3, 2013)

10/04/2016

**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) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- (2) The reporting person has elected to receive payment in five equal annual installments beginning six months following his separation from service, which election may be changed by the reporting person to provide for an alternative schedule of deferred payments.
- (3) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

Remarks:

See attached footnotes page.

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.

Reporting Owners 2