

Macklon Dominic E.  
Form 3  
February 20, 2019

**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 <b>and</b> Ticker or Trading Symbol	
Macklon Dominic E.		(Month/Day/Year)	CONOCOPHILLIPS [COP]	
(Last)	(First)	(Middle)	02/15/2019	
16930 PARK ROW DR.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON, TX 77084			<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
			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	287.8127 <sup>(1)</sup>	I	By ConocoPhillips UK Share Incentive Plan

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

SEC 1473 (7-02)

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**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)		
Stock Options (Right to Buy)	Â (2)	02/16/2026	Common Stock	11,134	\$ 33.125	D Â
Stock Options (Right to Buy)	Â (3)	02/14/2027	Common Stock	19,200	\$ 49.755	D Â
Stock Units	Â (4)	Â (5)	Common Stock	2,611	\$ (6)	D Â
Stock Units	Â (7)	Â (5)	Common Stock	3,725	\$ (6)	D Â
Stock Units	Â (8)	Â (5)	Common Stock	28,197	\$ (6)	D Â
Stock Units	Â (9)	Â (5)	Common Stock	5,085.3708	\$ (6)	D Â
Stock Units	Â (9)	Â (5)	Common Stock	8,863	\$ (6)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macklon Dominic E. 16930 PARK ROW DR. HOUSTON, TX 77084	Â	Â	Â President	Â

## Signatures

Mary K. Ytterberg, Attorney  
In Fact (by Power of Attorney  
filed herewith) 02/20/2019

\*\*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 units acquired through routine dividend transactions that are exempt under rule 16a-11.
- (2) Vests in three equal annual installments beginning February 16, 2016.
- (3) Vests in three equal annual installments beginning February 14, 2017.

The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 18, 2019. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 18, 2019 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.

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- (5) The stock units do not have an expiration date.
- (6) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a

- (7) change in control; or (e) February 18, 2020. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 18, 2020 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.

The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a

- (8) change in control; or (e) February 19, 2019. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 19, 2019 or (ii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.

Stock unit grant settles 3 years from date of grant, but may be eligible for full or partial settlement upon termination of employment after

- (9) attainment of age 55 with five years of service, layoff, death or disability, or a change in control. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

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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