

Schwarz Glenda Mae  
 Form 3  
 April 09, 2009

**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	
Â Schwarz Glenda Mae		(Month/Day/Year)	CONOCOPHILLIPS [COP]	
(Last)	(First)	(Middle)	04/01/2009	
600 NORTH DAIRY ASHFORD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77079			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice President and Controller	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	1,277	D	Â
Common Stock	3,532.148	I	ConocoPhillips Savings Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	66,044	\$ (2)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	680	\$ (5)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	1,646	\$ (5)	D	Â
Stock Units	Â (6)	Â (4)	Common Stock	2,382	\$ (5)	D	Â
Stock Units	Â (6)	Â (4)	Common Stock	2,573	\$ (5)	D	Â
Stock Options (rights to buy)	Â (7)	02/08/2010	Common Stock	2,620	\$ 22.7176 (8)	D	Â
Stock Options (rights to buy)	Â (7)	02/23/2011	Common Stock	94	\$ 31.1632 (9)	D	Â
Stock Options (rights to buy)	Â (7)	02/04/2012	Common Stock	3,508	\$ 29.9872 (10)	D	Â
Stock Options (rights to buy)	Â (7)	02/10/2013	Common Stock	6,800	\$ 24.37 (11)	D	Â
Stock Options (rights to buy)	Â (7)	02/08/2017	Common Stock	7,200	\$ 66.37	D	Â
Stock Options (rights to buy)	Â (7)	02/14/2018	Common Stock	7,200	\$ 79.38	D	Â
Stock Options (rights to buy)	Â (7)	02/12/2019	Common Stock	18,600	\$ 45.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwarz Glenda Mae 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Â	Â	Â Vice President and Controller	Â

## Signatures

Chris Wood (by power of attorney filed herewith)

04/09/2009

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) The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).
  - (2) The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.  
The stock units are held in escrow until the lapsing of certain restrictions, at which time the units become exercisable in three annual installments beginning on the third anniversary of the grant. The restrictions on the stock units will lapse immediately in the event of death, disability or termination due to retirement or layoff.
  - (3) The stock units do not have an expiration date.
  - (4) The stock units convert to 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; or (d) termination of employment following a change in control. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service. The reporting person may also elect to defer conversion of stock units until a later date and may elect to receive the common stock in lump sum or annual installments.
  - (5) The stock options become exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
  - (6) The stock option award of February 8, 2000 for 1,310 shares with an exercise price of \$45.4352 was adjusted to 2,620 shares with an exercise price of \$22.7176 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
  - (7) The stock option award of February 23, 2001 for 47 shares with an exercise price of \$15.5816 was adjusted to 94 shares with an exercise price of \$31.1632 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
  - (8) The stock option award of February 4, 2002 for 1754 with an exercise price of \$14.9936 was adjusted to 3,508 shares with an exercise price of \$29.9872 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
  - (9) The stock option award of February 10, 2003 for 3,440 shares with an exercise price of \$48.74 was adjusted to 6,800 shares with an exercise price of \$24.37000 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.

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.