Lance Ryan Michael
Form 4
August 23, 2018

FORM 4

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Lance Ryan Michael	2. Issuer Name **and** Ticker or Trading Symbol **CONOCOPHILLIPS [COP]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2018	__X__ Director　　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　　below) 　　　　　Chairman and CEO
CONOCOPHILLIPS, 600 NORTH DAIRY ASHFORD		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
HOUSTON, TX 77079		
(City)　　(State)　　(Zip)		

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	08/22/2018		M		61,115	A	$ 34.67	106,312	D	
Common Stock	08/22/2018		M		60,109	A	$ 36.9	166,421	D	
Common Stock	08/22/2018		M		38,840	A	$ 36.9	205,261	D	
Common Stock	08/22/2018		S		160,064	D	$ 72.0739 (1)	45,197	D	
Common Stock								49,822	I	By Lance Family Trust

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| Common Stock | | | | | 12,678.047 (2) | 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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SEC 1474 (9-02)

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. D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 34.67 (3)	08/22/2018		M		61,115		(4)	02/12/2019	Common Stock	62,242	
Stock Options (Right to Buy)	$ 36.9 (3)	08/22/2018		M		60,109		(5)	02/12/2020	Common Stock	60,109	
Stock Options (Right to Buy)	$ 36.9 (6)	08/22/2018		M		38,840		(7)	02/12/2020	Common Stock	38,840	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lance Ryan Michael CONOCOPHILLIPS 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	X		Chairman and CEO	

Signatures

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 15, 2018)

08/23/2018

<u>**</u>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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $71.93 to $72.36, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges provided herein.

(2)   Includes units acquired through routine dividend transactions that are exempt under rule 16a-11 and through a qualified plan that are exempt under rule 16a-3.

(3)   In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise to the fair market value of ConocoPhillips common stock on the distribution date.

(4)   The stock options became exercisable in three equal annual installments beginning on 02/12/2010.

(5)   The stock options became exercisable in two equal annual installments beginning on 02/12/2011.

(6)   In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, restricted stock units that were not vested and were held by ConocoPhillips officers or employees, who continued as officers or employees of ConocoPhillips immediately after the spin-off, were replaced with adjusted ConocoPhillips restricted stock units, which will generally preserve the intrinsic value of each restricted stock unit grant to the fair market value of ConocoPhillips common stock on the distribution date.

(7)   The stock options were exercisable on 02/12/2013.

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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