

CONOCOPHILLIPS  
Form FWP  
March 04, 2016

Filed Pursuant to Rule 433  
Registration Statement Nos. 333-204107, 333-204107-01  
March 3, 2016

**PRICING TERM SHEET**

**Issuer:** ConocoPhillips Company

**Guarantor:** ConocoPhillips

**Ratings\*:** Baa2 (Moody's); A (S&P); A- (Fitch)

**Issue of Securities:** 4.200% Notes due 2021

**Principal Amount:** \$1,250,000,000

**Coupon:** 4.200%

**Interest Payment Dates:** Semi-annually on March 15 and September 15, commencing on September 15, 2016

**Maturity Date:** March 15, 2021

**Treasury Benchmark:** 1.125% due February 28, 2021

**U.S. Treasury Yield:** 1.336%

**Spread to Treasury:** +287.5 bps

**Re-offer Yield:** 4.211%

**Initial Price to Public:** 99.950%

**Optional Redemption:** At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date. On or after February 15, 2021 (the date that is one month prior to the maturity date of the notes), at an amount equal to 100% of the principal amount of the notes redeemed, plus accrued but unpaid interest thereon to the redemption date.

**Make-Whole Premium** T+45 bps

**Settlement Date:** March 8, 2016

**CUSIP/ISIN:** 20826FAS5 / US20826FAS56

**Denomination:** \$2,000 and increments of \$1,000 in excess thereof

**Joint Book-Running Managers:** Mizuho Securities USA Inc.  
Barclays Capital Inc.  
HSBC Securities (USA) Inc.

Edgar Filing: CONOCOPHILLIPS - Form FWP

J.P. Morgan Securities LLC

Citigroup Global Markets Inc.

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

---

## Edgar Filing: CONOCOPHILLIPS - Form FWP

### Senior Co-Managers

BNP Paribas Securities Corp.  
Credit Suisse Securities (USA) LLC  
DNB Markets, Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
RBC Capital Markets, LLC  
SG Americas Securities, LLC  
Skandinaviska Enskilda Banken AB (publ)  
SMBC Nikko Securities America, Inc.  
Standard Chartered Bank  
TD Securities (USA) LLC  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

---

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Mizuho Securities USA Inc. toll-free at 866-271-7403, Barclays Capital Inc. toll-free at 888-603-5847, HSBC Securities (USA) Inc. at 866-811-8049 or J.P. Morgan Securities LLC collect at 212-834-4533.

---

## Edgar Filing: CONOCOPHILLIPS - Form FWP

**Issuer:** ConocoPhillips Company

**Guarantor:** ConocoPhillips

**Ratings\*:** Baa2 (Moody's); A (S&P); A- (Fitch)

**Issue of Securities:** 4.950% Notes due 2026

**Principal Amount:** \$1,250,000,000

**Coupon:** 4.950%

**Interest Payment Dates:** Semi-annually on March 15 and September 15, commencing on September 15, 2016

**Maturity Date:** March 15, 2026

**Treasury Benchmark:** 1.625% due February 15, 2026

**U.S. Treasury Yield:** 1.830%

**Spread to Treasury:** +312.5 bps

**Re-offer Yield:** 4.955%

**Initial Price to Public:** 99.960%

**Optional Redemption:** At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date. On or after December 15, 2025 (the date that is three months prior to the maturity date of the notes), at an amount equal to 100% of the principal amount of the notes redeemed, plus accrued but unpaid interest thereon to the redemption date.

**Make-Whole Premium:** T+50 bps

**Settlement Date:** March 8, 2016

**CUSIP/ISIN:** 20826FAQ9 / US20826FAQ90

**Denomination:** \$2,000 and increments of \$1,000 in excess thereof

**Joint Book-Running Managers:** Mizuho Securities USA Inc.  
Barclays Capital Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Citigroup Global Markets Inc.  
Credit Agricole Securities (USA) Inc.  
Deutsche Bank Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

**Senior Co-Managers:** BNP Paribas Securities Corp.

Edgar Filing: CONOCOPHILLIPS - Form FWP

Credit Suisse Securities (USA) LLC

DNB Markets, Inc.

Mitsubishi UFJ Securities (USA), Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Skandinaviska Enskilda Banken AB (publ)

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

---

---

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Mizuho Securities USA Inc. toll-free at 866-271-7403, Barclays Capital Inc. toll-free at 888-603-5847, HSBC Securities (USA) Inc. at 866-811-8049 or J.P. Morgan Securities LLC collect at 212-834-4533.

---

## Edgar Filing: CONOCOPHILLIPS - Form FWP

**Issuer:** ConocoPhillips Company

**Guarantor:** ConocoPhillips

**Ratings\*:** Baa2 (Moody's); A (S&P); A- (Fitch)

**Issue of Securities:** 5.950% Notes due 2046

**Principal Amount:** \$500,000,000

**Coupon:** 5.950%

**Interest Payment Dates:** Semi-annually on March 15 and September 15, commencing on September 15, 2016

**Maturity Date:** March 15, 2046

**Treasury Benchmark:** 3.000% due November 15, 2045

**U.S. Treasury Yield:** 2.649%

**Spread to Treasury:** +337.5 bps

**Re-offer Yield:** 6.024%

**Initial Price to Public:** 98.977%

**Optional Redemption:** At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date. On or after September 15, 2045 (the date that is six months prior to the maturity date of the notes), at an amount equal to 100% of the principal amount of the notes redeemed, plus accrued but unpaid interest thereon to the redemption date.

**Make-Whole Premium:** T+50 bps

**Settlement Date:** March 8, 2016

**CUSIP/ISIN:** 20826FAR7 / US20826FAR73

**Denomination:** \$2,000 and increments of \$1,000 in excess thereof

**Joint Book-Running Managers:** Mizuho Securities USA Inc.  
Barclays Capital Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Citigroup Global Markets Inc.  
Credit Agricole Securities (USA) Inc.  
Deutsche Bank Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

Edgar Filing: CONOCOPHILLIPS - Form FWP

**Senior Co-Managers**

BNP Paribas Securities Corp.

Credit Suisse Securities (USA) LLC

DNB Markets, Inc.

Mitsubishi UFJ Securities (USA), Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Skandinaviska Enskilda Banken AB (publ)

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

---



---

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Mizuho Securities USA Inc. toll-free at 866-271-7403, Barclays Capital Inc. toll-free at 888-603-5847, HSBC Securities (USA) Inc. at 866-811-8049 or J.P. Morgan Securities LLC collect at 212-834-4533.

---