

Chiang Willie CW
Form 4
November 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
Chiang Willie CW

(Last) (First) (Middle)

CONOCOPHILLIPS, 600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	11/13/2009		M	5,600 A \$ 15.98	16,110	D	
Common Stock	11/13/2009		S	5,600 D \$ 52.8701	10,510	D	
Common Stock	11/13/2009		M	6,100 A \$ 30.29	16,610	D	
Common Stock	11/13/2009		F	3,519 D \$ 52.52	13,091	D	
Common Stock	11/13/2009		G	291 D \$ 0	12,800	D	

Common
Stock

8,851.45 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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(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. Amount or Number of Shares
Stock Options (rights to buy)	\$ 15.98	11/13/2009		M	5,600	⁽¹⁾ 01/26/2010	Common Stock	5,600
Stock Options (rights to buy)	\$ 30.29	11/13/2009		A	6,100	⁽²⁾ 01/01/2012	Common Stock	6,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chiang Willie CW
CONOCOPHILLIPS
600 NORTH DAIRY ASHFORD
HOUSTON, TX 77079

Senior Vice President

Signatures

Chris Wood, Attorney in Fact (By Power of Attorney filed with the Commission on October 14, 2008)

11/17/2009

__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).

The options vested in three equal annual installments beginning on January 26, 2001, except for the third installment which vested upon
(1) the approval by the stockholders of Phillips Petroleum Company of the merger with Conoco Inc. at the special meeting of Phillips stockholders on March 12, 2002.

(2) The options vested in three equal annual installments beginning on January 1, 2003.

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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