Edgar Filing: MCGRAW HAROLD III - Form 4

MCGRAW H Form 4 April 01, 2010										
FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b).	4 UNITED box STATEN Sinue. Filed pur Section 17(MENT OF rsuant to S (a) of the I	Wa F CHAN Section Public U	Ishington NGES IN SECUI 16(a) of th Jtility Hol	, D.C. 209 BENEFI RITIES ne Securit	549 CIAL O' es Excha pany Act	COMMISSIO WNERSHIP Of nge Act of 1934 of 1935 or Sect 940	N OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Type Ro 1. Name and Ac MCGRAW H	ldress of Reporting	Person <u>*</u>	Symbol		d Ticker or	-	5. Relationship Issuer	of Reporting Per	son(s) to	
(Last) 600 NORTH	(Last) (First) (Middle) 600 NORTH DAIRY ASHFORD			of Earliest T Day/Year) 2010	LIPS [CO ransaction	r]	(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Director below) Other (specify below)			
HOUSTON,		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					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	llv Owned	
	. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or V Amount (D) Price		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	
Reminder: Repo	rt on a separate line	e for each cla	ass of sec	urities bene	Persor inform require	as who res ation cont ed to resp /s a curre	or indirectly. spond to the collection tained in this form ond unless the for ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price c
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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	Derivative Security				Acquir (A) or Dispose of (D) (Instr. and 5)	sed 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	03/31/2010	А		163		(2)	(2)	Common Stock	163	\$ 51.2

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips		
	Director	10% Owner	Officer	Other	
MCGRAW HAROLD III 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Х				

Signatures

Chris Wood, Attorney in Fact (By Power of Attorney filed with the Commission on February 2, 2010)

**Signature of Reporting Person

04/01/2010

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 stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- (2) The reporting person has elected to receive payment as a lump sum upon his termination of service, which election may be changed by the reporting person to provide for deferred payments.

(3) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.

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.