Edgar Filing: Hirshberg Al J. - Form 4

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| Form 4 | | | | | | | | | | | |
|---|---|---|---|---|--|--|---|--|---|--|--|
| February 14, 20 | | | | | | | | 0145.4 | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | - • | PPROVAL | | |
| Washington, D.C. 20549 | | | | | | | N OMB Number: | 3235-0287 | | | |
| Check this bo if no longer | | | Expires: | January 31, 2005 | | | | | | | |
| subject to Section 16. Form 4 or Form 5 | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | average urs per . 0.5 | | |
| obligations may continue <i>See</i> Instruction 1(b). | Section 17(| a) of the | Public U | tility Hol | ding Co | | nge Act of 1934, c of 1935 or Section 1940 | | | | |
| (Print or Type Resp | oonses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Hirshberg Al J. | | | 2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) | (Last) (First) (Middle) 3. Date of Earliest Transaction | | | | | (end | (encer an applicable) | | | | |
| 600 NORTH DAIRY ASHFORD | | | (Month/Day/Year) 02/10/2011 | | | Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President | | | | | |
| HOUSTON, TZ | 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 | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| | 'ransaction Date onth/Day/Year) | 2A. Deem Execution any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, - | (A) or of (D) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Amount | (D) Price | | | | | |
| Reminder: Report of | on a separate line | e for each cl | ass of sec | urities bene | - | - | - | ation of | NEC 1474 | | |
| | | | | | inforr requi | nation cont red to resp ays a curre | spond to the colle tained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | f | | | |
|--|------------------------------------|------------|------------------|------------|--|-----------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (rights to buy) | \$ 70.125 | 02/10/2011 | | А | 71,700 | <u>(1)</u> | 02/10/2021 | Common Stock | 71,700 |
| Reporting Owners | | | | | | | | | |

| Reporting Owner Name / Address | | 1 | | | | | | | |
|--|----------|-----------|---------|-------|--|--|--|--|--|
| F8 | Director | 10% Owner | Officer | Other | | | | | |
| Hirshberg Al J. 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | | | | | | | | |
| Signatures | | | | | | | | | |
| Chris Wood, Attorney in Fact (By Power of Attorney filed with the Commission on October 02/14/2011 | | | | | | | | | |

8, 2010)

Date

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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 options become exercisable in three equal annual installments beginning on February 10, 2012.

**Signature of Reporting Person

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.