

CONOCOPHILLIPS  
Form S-8 POS  
June 18, 2009

As filed with the Securities and Exchange Commission on June 18, 2009

Registration No. 333-150086

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**ConocoPhillips**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
<b>600 North Dairy Ashford</b>	
<b>Houston, Texas</b> (Address of Principal Executive Offices)	<b>77079</b> (Zip Code)

**Burlington Resources Inc. Retirement Savings Plan**

(Full title of the plan)

**Janet Langford Kelly**

**Senior Vice President, Legal,**

**General Counsel and Corporate Secretary**

**600 North Dairy Ashford**

**Houston, Texas 77079**

(Name and address of agent for service)

**(281) 293-1000**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**EXPLANATORY NOTE**

ConocoPhillips (the Registrant ) filed a Registration Statement on Form S-8 on April 4, 2008 (Registration No. 333-150086) (the Registration Statement ) to register shares of the Registrant s common stock, par value \$.01 per share (the Common Stock ), for issuance pursuant to the Burlington Resources Inc. Retirement Savings Plan. Since the filing of the Registration Statement, the Burlington Resources Inc. Retirement Savings Plan has been merged with and into the ConocoPhillips Savings Plan. As a result, the Burlington Resources Inc. Retirement Savings Plan is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the Burlington Resources Inc. Retirement Savings Plan.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of Common Stock that remain unissued and unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 18, 2009.

CONOCOPHILLIPS

By: /s/ Sigmund L. Cornelius  
Sigmund L. Cornelius  
Senior Vice President, Finance and Chief Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 18, 2009.

<b>SIGNATURE</b>	<b>TITLE</b>
* James J. Mulva	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Sigmund L. Cornelius Sigmund L. Cornelius	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)
/s/ Glenda M. Schwarz Glenda M. Schwarz	Vice President and Controller (Principal Accounting Officer)

* Richard L. Armitage	Director
* Richard H. Auchinleck	Director
* James E. Copeland, Jr.	Director
* Kenneth M. Duberstein	Director
* Ruth R. Harkin	Director
* Harold W. McGraw III	Director
* Harald J. Norvik	Director
* William K. Reilly	Director
* Bobby S. Shackouls	Director
* Victoria J. Tschinkel	Director
* Kathryn C. Turner	Director
* William E. Wade, Jr.	Director

\* By: /s/ Janet Langford Kelly  
Janet Langford Kelly  
Attorney-in-Fact

*Burlington Resources Inc. Retirement Savings Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Burlington Resources Inc. Retirement Savings Plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on behalf of the Burlington Resources Inc. Retirement Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 18, 2009.

BURLINGTON RESOURCES INC. RETIREMENT  
SAVINGS PLAN  
(Plan)

By: /s/ Frances M. Vallejo  
Name: Frances M. Vallejo  
Title: Administrator

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document Description</b>
24	Powers of Attorney (included on the signature page to the Registration Statement (File No. 333-150086)).