#### Edgar Filing: CONOCOPHILLIPS - Form 4

CONOCOPHILI Form 4	LIPS									
April 02, 2008								OMB A	PPROVAL	
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-028	7
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instructio 1(b).	STATEM Filed pur Section 17(	suant to S a) of the I	F CHAN Section 1 Public U	NGES IN SECUF 16(a) of th Jtility Hol	BENEF RITIES ne Securi ding Cor	ICIAL O' ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti 940	Estimated burden hou response	urs per	15
(Print or Type Respo	onses)									
1. Name and Addre HARKIN RUTI		Person <u>*</u>	Symbol	er Name <b>and</b> COPHILI		-	5. Relationship o Issuer			
(Last) 600 NORTH DA	. , .	Middle) ORD		of Earliest T Day/Year) 2008	ransaction		X_ Director Officer (giv below)		% Owner her (specify	
HOUSTON, TX	(Street) X 77079			endment, Dannth/Day/Yea	-	ıl	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Report o	n a separate line	for each cl	ass of sect	urities benef	Perso inform requir	ns who res nation cont red to resp ays a curre	or indirectly. Spond to the colle tained in this forn 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	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)

#### Edgar Filing: CONOCOPHILLIPS - Form 4

	Derivative Security				Acqui (A) or Dispos 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>	03/31/2008	А		121		(2)	(2)	Common Stock	121	\$ 76.03

### **Reporting Owners**

Reporting Owner Name / Address		Relations	nips	
	Director	10% Owner	Officer	Other
HARKIN RUTH R 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	X			
Signatures				

#### Signatures

Nathan P. Murphy (By Power of Attorney filed with the Commission on September 5,<br/>2007)04/02/2008

\*\*Signature of Reporting Person

## **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 her 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.

Date