

BERNEY RAND C

Form 4

November 29, 2004

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERNEY RAND C

(Last) (First) (Middle)

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)  
11/24/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP and Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 11/24/2004                              |                                                             | M                                    | 412 A                                                                   | \$<br>34.75                                                                                                        | 9,188                                                                   | D                                                              |
| Common<br>Stock                       | 11/24/2004                              |                                                             | M                                    | 1,766 A                                                                 | \$<br>43.35                                                                                                        | 10,954                                                                  | D                                                              |
| Common<br>Stock                       | 11/24/2004                              |                                                             | M                                    | 293 A                                                                   | \$<br>43.75                                                                                                        | 11,247                                                                  | D                                                              |
| Common<br>Stock                       | 11/24/2004                              |                                                             | M                                    | 607 A                                                                   | \$<br>45.75                                                                                                        | 11,854                                                                  | D                                                              |
| Common<br>Stock                       | 11/24/2004                              |                                                             | M                                    | 4,400 A                                                                 | \$<br>46.29                                                                                                        | 16,254                                                                  | D                                                              |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 11/24/2004 | M | 150   | A | \$ 50.25 | 16,404 | D |
| Common Stock | 11/24/2004 | F | 3,823 | D | \$ 89.55 | 12,581 | D |
| Common Stock |            |   |       |   |          | 11,431 | I |

By  
ConocoPhillips  
Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         |  | Amount or Number of Shares    |
| Stock Options (right to buy)               | \$ 34.75                                               | 11/24/2004                           |                                                    | M                              | 412                                                                                     | 03/12/2002                                               | 01/08/2006      | Common Stock                                                  |  | 412                           |
| Stock Options (right to buy)               | \$ 43.35                                               | 11/24/2004                           |                                                    | M                              | 1,766                                                                                   | 03/12/2002                                               | 01/12/2008      | Common Stock                                                  |  | 1,766                         |
| Stock Options (right to buy)               | \$ 43.75                                               | 11/24/2004                           |                                                    | M                              | 293                                                                                     | 03/12/2002                                               | 02/09/2007      | Common Stock                                                  |  | 293                           |
| Stock Options (right to buy)               | \$ 45.75                                               | 11/24/2004                           |                                                    | M                              | 607                                                                                     | 03/12/2002                                               | 01/13/2007      | Common Stock                                                  |  | 607                           |
| Stock Options                              | \$ 46.29                                               | 11/24/2004                           |                                                    | M                              | 4,400                                                                                   | 03/12/2002                                               | 10/12/2008      | Common Stock                                                  |  | 4,400                         |

(right to  
buy)

Stock

Options  
(right to  
buy)

\$ 50.25

11/24/2004

M

150

03/12/2002

12/08/2007

Common  
Stock

150

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                      |       |
|---------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                               | Director      | 10% Owner | Officer              | Other |
| BERNEY RAND C<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 |               |           | VP and<br>Controller |       |

## Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)

11/29/2004

\*\*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).

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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