CONOCOPHILLIPS

Form 4 May 19, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add CARRIG JOH	_	ting Person *	2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an applicable)			
600 NORTH DAIRY ASHFORD			(Month/Day/Year) 05/15/2008	Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Finance and CFO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON, TX 77079				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Ac	quired, Disposed	d of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Deemed 3. 4. Securities Acquired ecution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(======================================	
Common Stock	05/15/2008		M	40,000	A	\$ 31.14	90,011.9	D	
Common Stock	05/15/2008		M	2,800	A	\$ 28.17	92,811.9	D	
Common Stock	05/15/2008		F	23,253	D	\$ 88.65	69,558.9	D	
Common Stock	05/15/2008		F	1,585	D	\$ 88.65	67,973.9	D	
Common Stock							77,268.902	I	By ConocoPhillips Savings Plan

Common Stock

69,000

Ι

By GRAT

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

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 31.14	05/15/2008		M	40,000	<u>(1)</u>	10/09/2010	Common Stock	40,000
Stock Options (right to buy)	\$ 28.17	05/15/2008		M	2,800	<u>(1)</u>	02/12/2011	Common Stock	2,800

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARRIG JOHN A

600 NORTH DAIRY ASHFORD EVP, Finance and CFO

HOUSTON, TX 77079

Signatures

Chris Wood, by Power of Attorney filed 05/19/2008

herewith

**Signature of Reporting Person Date

Reporting Owners 2

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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) Options became exerciseable in three equal annual installments beginning on October 9, 2001.

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.