

KELLY JANET LANGFORD  
 Form 4  
 May 14, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLY JANET LANGFORD**

2. Issuer Name and Ticker or Trading Symbol  
**CONOCOPHILLIPS [COP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**600 NORTH DAIRY ASHFORD**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/10/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP & General Counsel**

(Street)  
**HOUSTON, TX 77079**

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 05/14/2018                           |  | M                              |   | 64,184 A \$ 36.9  | 105,395  | D   |
| Common Stock                    | 05/14/2018                           |  | S                              |   | 64,184 D \$ 70  | 41,211   | D   |
| Common Stock                    | 05/10/2018                           |  | M                              |   | 50,000 A \$ 34.67   | 561,738.7546 <sup>(1)</sup>                              | I By Spouse   |
| Common Stock                    | 05/10/2018                           |  | S                              |   | 50,000 D \$ 69.5055 <sup>(2)</sup>  | 511,738.7546 <sup>(1)</sup>                              | I By Spouse   |
| Common Stock                    |                                      |  |                                |   |   | 6,156.991 <sup>(3)</sup>                                 | I By ConocoPhillips                                   |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 36.9  | 05/14/2018                           |  | M                              | 64,184  | <u>(4)(5)</u> 02/12/2020                                 | Common Stock  | 64,184                        |
| Stock Options (Right to Buy)               | \$ 34.67   | 05/10/2018                           |  | M                              | 50,000  | <u>(4)(6)</u> 02/12/2019                                 | Common Stock  | 50,000 <u>(1)</u>             |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| KELLY JANET LANGFORD<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 |               |           | SVP & General Counsel |       |

## Signatures

Shannon B. Kinney, Attorney in Fact (by Power of Attorney filed with the Commission on February 6, 2018)

05/14/2018

\_\_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).

## Edgar Filing: KELLY JANET LANGFORD - Form 4

- (1) The reporting person disclaims beneficial ownership of her spouse's shares to the extent she does not have a pecuniary interest in such shares.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.5000 to \$69.5400, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges provided herein.
- (2) Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.  
In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise to the fair market value of ConocoPhillips common stock on the distribution date.
- (3) The stock options became exercisable in three equal annual installments and were fully exercisable on 02/12/2013.
- (4) The stock options became exercisable in three equal annual installments and were fully exercisable on 02/12/2012.

### Remarks:

See attached footnotes page.

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.