

CONOCOPHILLIPS  
Form 8-K  
May 21, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): May 18, 2009  
ConocoPhillips  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-32395**  
(Commission File Number)

**01-0562944**  
(IRS Employer  
Identification No.)

**600 North Dairy Ashford**  
**Houston, Texas**  
(Address of principal executive offices)

**77079**  
(Zip Code)

Registrant's telephone number, including area code: **(281) 293-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On May 18, 2009, ConocoPhillips, a Delaware corporation ( ConocoPhillips ), entered into a Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated May 18, 2009 (the Terms Agreement ), among ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement, relating to the underwritten public offering by ConocoPhillips of \$1,500,000,000 aggregate principal amount of its 4.60% Notes due 2015 (the 2015 Notes ), \$1,000,000,000 aggregate principal amount of its 6.00% Notes due 2020 (the 2020 Notes ), and an additional \$500,000,000 aggregate principal amount of its existing 6.50% Notes due 2039 (the 2039 Notes and, together with the 2015 Notes and the 2020 Notes, the Notes ), in each case fully and unconditionally guaranteed by ConocoPhillips Company, a Delaware corporation ( CPCo ), to be issued pursuant to the Indenture, dated as of October 9, 2002 (the Indenture ), among ConocoPhillips, as issuer, CPCo, as guarantor, and The Bank of New York Mellon Trust Company, National Association, as trustee. The terms of the Notes are further described in the prospectus supplement of ConocoPhillips and CPCo dated May 18, 2009, together with the related prospectus dated February 26, 2009, as filed with the Securities and Exchange Commission under Rule 424(b)(2) of the Securities Act of 1933 on May 19, 2009, which description is incorporated herein by reference.

A copy of the Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), the Indenture and the form of the terms of Notes of each series have been filed as Exhibits 1.1, 4.1, 4.2 and 4.3, respectively, to this report and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. See Index to Exhibits attached to this Current Report on Form 8-K, which is incorporated by reference herein.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONOCOPHILLIPS**

By: /s/ Janet Langford Kelly  
Janet Langford Kelly  
Senior Vice President, Legal, General  
Counsel and Corporate Secretary

Dated: May 21, 2009

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**EXHIBIT INDEX**

- 1.1 Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated May 18, 2009, among ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement.
- 4.1 Indenture, dated as of October 9, 2002, among ConocoPhillips, as issuer, ConocoPhillips Company, as guarantor, and The Bank of New York Mellon Trust Company, National Association, as trustee, in respect of senior debt securities of ConocoPhillips (incorporated by reference to Exhibit 4.5 to the Registration Statement of ConocoPhillips, ConocoPhillips Holding Company, CPCo, ConocoPhillips Trust I and ConocoPhillips Trust II on Form S-3 as filed on November 13, 2002; Registration Nos. 333-101187, 333-101187-01, 333-101187-02, 333-101187-03 and 333-101187-04).
- 4.2 Form of the terms of the 2015 Notes and the 2020 Notes, including the form of the 2015 Note and the 2020 Note.
- 4.3 Form of the terms of the 2039 Notes, including the form of the 2039 Note (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of ConocoPhillips dated January 29, 2009; File No. 001-32395).
- 5.1 Opinion of Bracewell & Giuliani LLP
- 23.1 Consent of Bracewell & Giuliani LLP (included in Exhibit 5.1 hereto).