

Meyers Kevin Omar
 Form 3
 May 26, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Meyers Kevin Omar</p> <p>(Last) (First) (Middle)</p> <p>600 NORTH DAIRY ASHFORD</p> <p>(Street)</p> <p>HOUSTON, ^ TX ^ 77079</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/13/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONOCOPHILLIPS [COP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	37,958	D	^
Common Stock	6,602.157	I	By ConocoPhillips Savings Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	6,474.929	\$ (2)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	18,400	\$ (5)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	31,438	\$ (5)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	31,705	\$ (5)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	29,785	\$ (5)	D	Â
Stock Units	Â (3)	Â (4)	Common Stock	14,353	\$ (5)	D	Â
Stock Options (rights to buy)	Â (6)	10/09/2010	Common Stock	38,574	\$ 31.14 (7)	D	Â
Stock Options (rights to buy)	Â (6)	10/09/2010	Common Stock	20	\$ 31.14 (8)	D	Â
Stock Options (rights to buy)	Â (6)	10/09/2010	Common Stock	1,606	\$ 31.14 (9)	D	Â
Stock Options (rights to buy)	Â (10)	02/12/2011	Common Stock	5,400	\$ 28.17 (11)	D	Â
Stock Options (rights to buy)	Â (10)	02/08/2014	Common Stock	79,800	\$ 32.81 (12)	D	Â
Stock Options (rights to buy)	Â (10)	02/04/2015	Common Stock	58,600	\$ 47.83 (13)	D	Â
Stock Options (rights to buy)	Â (10)	02/10/2016	Common Stock	38,600	\$ 59.075	D	Â
Stock Options (rights to buy)	Â (10)	02/08/2017	Common Stock	41,000	\$ 66.37	D	Â
Stock Options (rights to buy)	Â (10)	02/14/2018	Common Stock	39,000	\$ 79.38	D	Â
Stock Options (rights to buy)	Â (10)	02/12/2019	Common Stock	71,800	\$ 45.47	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â Senior Vice President	Â

Meyers Kevin Omar
600 NORTH DAIRY ASHFORD
HOUSTON, TX 77079

Signatures

Chris Wood, by power of attorney filed
herewith

05/26/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).
- (2) The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.
- (3) The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; or (d) termination of employment following a change in control. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death or (ii) six months after separation from service. The reporting person may also elect to defer conversion of stock units until a later date and may elect to receive the common stock in lump sum or annual installments.
- (4) The stock units do not have an expiration date.
- (5) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- (6) The stock options are exercisable.
- (7) The stock option award of October 9, 2000 for 19,287 shares with an exercise price of \$62.28 was adjusted to 38,574 shares with an exercise price of \$31.14 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
- (8) The stock option award of October 9, 2000 for 10 shares with an exercise price of \$62.28 was adjusted to 20 shares with an exercise price of \$31.14 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
- (9) The stock option award of October 9, 2000 for 803 shares with an exercise price of \$62.28 was adjusted to 1,606 shares with an exercise price of \$31.14 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
- (10) The stock options become exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (11) The stock option award of December 12, 2001 for 2,700 shares with an exercise price of \$56.34 was adjusted to 5,400 shares with an exercise price of \$28.17 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
- (12) The stock option award of February 8, 2004 for 39,900 shares with an exercise price of \$65.62 was adjusted to 79,800 shares with an exercise price of \$32.81 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.
- (13) The stock option award of February 4, 2005 for 29,300 shares with an exercise price of \$95.66 was adjusted to 58,600 shares with an exercise price of \$47.83 due to a two-for-one stock split of the ConocoPhillips common stock effective June 1, 2005.

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.