

CONOCOPHILLIPS  
Form S-8 POS  
April 26, 2005

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As filed with the Securities and Exchange Commission on April 26, 2005

Registration No. 333-98681

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 2**

**To**

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**ConocoPhillips**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**01-0562944**

(I.R.S. Employer  
Identification No.)

**600 North Dairy Ashford**

**Houston, Texas**

(Address of Principal Executive Offices)

**77079**

(Zip Code)

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**ConocoPhillips Savings Plan**

**ConocoPhillips Store Savings Plan**

**1990 Stock Plan of Phillips Petroleum Company**

**Omnibus Securities Plan of Phillips Petroleum Company**

**2002 Omnibus Securities Plan of Phillips Petroleum Company**

**Phillips Petroleum Company Stock Plan for Non-Employee Directors**

**Incentive Compensation Plan of Phillips Petroleum Company**

**1986 Stock Plan of Phillips Petroleum Company**

**ConocoPhillips Share Incentive Plan**

**The ConocoPhillips Overseas Stock Savings Plan**

**Employee Share Allocation Scheme of Phillips Petroleum Company United Kingdom Limited**

**Conoco Inc. 2001 Global Performance Sharing Plan**

**1998 Stock and Performance Incentive Plan of ConocoPhillips**

**1998 Key Employee Stock Performance Plan of ConocoPhillips**

**Deferred Compensation Plan for Non-Employee Directors of ConocoPhillips**

**Conoco Inc. 1998 Global Performance Sharing Plan**

(Full title of the plans)

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**Stephen F. Gates**

**Senior Vice President, Legal, and General Counsel**

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**600 North Dairy Ashford  
Houston, Texas 77079**

(Name and address of agent for service)

**(281) 293-1000**

(Telephone number, including area code, of agent for service)

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**EXPLANATORY NOTE**

ConocoPhillips (the Registrant ) filed (i) a Registration Statement on Form S-8 on August 23, 2002 (Registration No. 333-98681) (the Registration Statement ); and (ii) a Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 on June 4, 2004 to register shares of the Registrant s common stock, par value \$.01 per share (the Common Stock ), for issuance pursuant to the (a) ConocoPhillips Savings Plan; (b) ConocoPhillips Store Savings Plan; (c) Retirement Savings Plan of ConocoPhillips Company; (d) 1990 Stock Plan of Phillips Petroleum Company; (e) Omnibus Securities Plan of Phillips Petroleum Company; (f) 2002 Omnibus Securities Plan of Phillips Petroleum Company; (g) Phillips Petroleum Company Stock Plan for Non-Employee Directors; (h) Incentive Compensation Plan of Phillips Petroleum Company; (i) 1986 Stock Plan of Phillips Petroleum Company; (j) ConocoPhillips Share Incentive Plan; (k) ConocoPhillips Overseas Stock Savings Plan; (l) Employee Share Allocation Scheme of Phillips Petroleum Company United Kingdom Limited; (m) Conoco Inc. 2001 Global Performance Sharing Plan; (n) 1998 Stock and Performance Incentive Plan of ConocoPhillips; (o) 1998 Key Employee Stock Performance Plan of ConocoPhillips; (p) Deferred Compensation Plan for Non-Employee Directors of ConocoPhillips; and (q) Conoco Inc. 1998 Global Performance Sharing Plan.

Since the filing of the Registration Statement, the Retirement Savings Plan of ConocoPhillips Company was merged with and into the ConocoPhillips Savings Plan. As a result, the Retirement Savings Plan of ConocoPhillips Company is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the Retirement Savings Plan of ConocoPhillips Company.

This Post-Effective Amendment No. 2 to the Registration Statement is being filed to transfer the remaining 23,625 shares of Common Stock registered under the Registration Statement and issuable pursuant to the Retirement Savings Plan of ConocoPhillips Company to the ConocoPhillips Savings Plan, into which such plan was merged as described above.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 26, 2005.

CONOCOPHILLIPS

By: /s/ John A. Carrig  
 John A. Carrig  
 Executive Vice President, Finance and  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities indicated on April \_\_\_\_, 2005.

<u>SIGNATURE</u>	<u>TITLE</u>
* _____ J. J. Mulva	Chairman of the Board of Directors, President, and Chief Executive Officer (Principal Executive Officer)
/s/ John A. Carrig _____ John A. Carrig	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)
* _____ Rand C. Berney	Vice President and Controller (Principal Accounting Officer)
* _____ Richard H. Auchinleck	Director
* _____ Norman R. Augustine	Director
* _____ James E. Copeland, Jr.	Director
* _____ Kenneth M. Duberstein	Director



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<u>SIGNATURE</u>		<u>TITLE</u>
*	Director	
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Ruth R. Harkin		
*	Director	
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Larry D. Horner		
*	Director	
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Charles C. Krulak		
*	Director	
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Frank A. McPherson		
*	Director	
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William K. Reilly		
*	Director	
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William R. Rhodes		
*	Director	
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J. Stapleton Roy		
*	Director	
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Victoria J. Tschinkel		
*	Director	
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Kathryn C. Turner		

\* By: /s/ John A. Carrig

John A. Carrig  
Attorney-in-Fact



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*ConocoPhillips Store Savings Plan and ConocoPhillips Savings Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ConocoPhillips Store Savings Plan and the ConocoPhillips Savings Plan) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on behalf of the ConocoPhillips Store Savings Plan and the ConocoPhillips Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 26, 2005.

CONOCOPHILLIPS STORE SAVINGS PLAN

CONOCOPHILLIPS SAVINGS PLAN  
(Plans)

By: /s/ J.W. Sheets  
Name: J.W. Sheets  
Title: Administrator

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**EXHIBIT INDEX**

**Exhibit  
Number**

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**Document Description**

Powers of Attorney (included on the signature page to the Post Effective Amendment No. 1 to the Registration Statement (File No. 333-98681)).

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