

Lance Ryan Michael  
Form 4  
February 19, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lance Ryan Michael

(Last) (First) (Middle)

16930 PARK ROW DR.

(Street)

HOUSTON, TX 77084

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/14/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. ... |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------|

## Edgar Filing: Lance Ryan Michael - Form 4

| (Instr. 3)     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         |     |                     |                    |                 |                                  |  |
|----------------|------------------------------------|------------------|------------|---------------------------------------------------------------|---------|-----|---------------------|--------------------|-----------------|----------------------------------|--|
|                |                                    |                  | Code       | V                                                             | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |  |
| Stock<br>Units | <u>(1)</u>                         | 02/14/2019       | A          |                                                               | 64,714  |     | <u>(2)</u>          | <u>(3)</u>         | Common<br>Stock | 64,714                           |  |
| Stock<br>Units | <u>(1)</u>                         | 02/14/2019       | A          |                                                               | 398,693 |     | <u>(4)</u>          | <u>(3)</u>         | Common<br>Stock | 398,693                          |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                  |       |
|---------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                               | Director      | 10% Owner | Officer          | Other |
| Lance Ryan Michael<br>16930 PARK ROW DR.<br>HOUSTON, TX 77084 | X             |           | Chairman and CEO |       |

## Signatures

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 15, 2018)

02/19/2019

\_\_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).

(1) The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

The stock unit grant settles 3 years from date of grant, but may be eligible for full or partial early settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability or a change of control. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

(3) The stock units do not have an expiration date.

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; (d) termination of employment following a change in control; or (e) February 19, 2019. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death; (ii) February 19, 2019; or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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