Edgar Filing: KELLY JANET LANGFORD - Form 4

KELLY JA Form 4 February 17	NET LANGFOR	D							
FORM	ЛЛ	ST A TES	SECU	DITIES	AND EV			-	PPROVAL
Check t	UNITED	Washington, D.C. 20549							3235-0287 January 31,
if no lor subject Section Form 4 Form 5 obligati may cor	to 16. or Filed pu ^{ons} Section 17/	Section	SECUI 16(a) of th	RITIES ne Securi	ties Excha	WNERSHIP OI nge Act of 1934, of 1935 or Secti	Estimated burden hou response	2005 average urs per	
See Inst 1(b).		30(h)	of the I	nvestmen	t Compa	ny Act of 1	.940		
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> KELLY JANET LANGFORD			2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Middle)	3. Date of Earliest Transaction			(Check all applicable)			
600 NORTH DAIRY ASHFORD			(Month/Day/Year) 02/12/2010			Director 10% Owner X Officer (give title Other (specify below) below) SVP & General Counsel			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	N, TX 77079						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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	(D) Price			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso infor requi	ons who res nation cont red to resp	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	J
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (rights to buy)	\$ 48.385	02/12/2010		A	57,600	<u>(1)</u>	02/12/2020	Common Stock	57,600
Stock Units	<u>(2)</u>	02/12/2010		А	5,345	(3)	<u>(4)</u>	Common Stock	5,345

Reporting Owners

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

Chris Wood (by Power of Attorney filed	02/17/2010		
herewith)			
**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 options become exercisable in three equal annual installments beginning on February 12, 2011.
- (2) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.

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

- (3) change in control. During the escrow period, the reporting person may not dispose of the stock units. 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 in which case the stock units will convert to common stock. The reporting person may also elect to defer conversion of stock units until a later date.
- (4) The stock units do not have an expiration date.

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.

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