

LOWE JOHN E
Form 4
November 05, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWE JOHN E

(Last) (First) (Middle)

3010 BRIARPARK DRIVE

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Phillips 66 [PSX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2012

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)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	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)
Common Stock	11/01/2012		M	26,063	A	\$ 29.54	26,063	D	
Common Stock	11/01/2012		F ⁽¹⁾	9,500	D	\$ 47.02	16,563	D	
Common Stock	11/01/2012		M	23,270	A	\$ 33.19	39,833	D	
Common Stock	11/01/2012		F ⁽¹⁾	8,482	D	\$ 47.02	31,351	D	
Common Stock	11/01/2012		M	22,463	A	\$ 39.69	53,814	D	
	11/01/2012		F ⁽¹⁾	8,188	D		45,626	D	

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Common Stock					\$ 47.02		
Common Stock	11/01/2012	M	13,934	A	\$ 22.74	59,560	D
Common Stock	11/01/2012	F ⁽¹⁾	5,079	D	\$ 47.02	54,481	D
Common Stock	11/01/2012	M	5,343	A	\$ 24.19	59,824	D
Common Stock	11/01/2012	F ⁽¹⁾	1,948	D	\$ 47.02	57,876	D
Common Stock	11/01/2012	M	6,414	A	\$ 35.06	64,290	D
Common Stock	11/01/2012	F ⁽¹⁾	2,338	D	\$ 47.02	61,952	D

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Units ⁽²⁾	\$ 29.54	11/01/2012		M	26,063 ⁽³⁾	11/01/2012 ⁽⁴⁾	Common Stock	26,063
Stock Units ⁽²⁾	\$ 33.19	11/01/2012		M	23,270 ⁽³⁾	11/01/2012 ⁽⁴⁾	Common Stock	23,270
Stock Units ⁽²⁾	\$ 39.69	11/01/2012		M	22,463 ⁽³⁾	11/01/2012 ⁽⁴⁾	Common Stock	22,463
Stock Units ⁽²⁾	\$ 22.74	11/01/2012		M	13,934 ⁽³⁾	11/01/2012 ⁽⁴⁾	Common Stock	13,934
Stock Units ⁽²⁾	\$ 24.19	11/01/2012		M	5,343 ⁽³⁾	11/01/2012 ⁽⁴⁾	Common Stock	5,343

Stock Units ⁽²⁾	\$ 35.06	11/01/2012	M	6,414 ⁽³⁾	11/01/2012	<u>(4)</u>	Common Stock	6,414
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE JOHN E 3010 BRIARPARK DRIVE HOUSTON, TX 77042	X			

Signatures

Grant F. Adamson, by power of attorney filed on May 1,
2012

11/05/2012

**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) Represents shares withheld to satisfy tax withholding requirements.
- (2) On November 1, 2012, the restrictions on these performance stock units lapsed and they converted to shares of common stock on a 1-for-1 basis.
- (3) In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock units were adjusted so that the holders hold vested stock units for both Phillips 66 common stock and ConocoPhillips common stock. Phillips 66 and ConocoPhillips stock units received, when combined, will generally preserve the intrinsic value of each original stock unit.
- (4) These stock units do not have an expiration date.

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