

Phillips 66

Form 3

January 11, 2016

**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)

1. Name and Address of Reporting  
Person \*

^ Mitchell Kevin J

(Last) (First) (Middle)

3010 BRIARPARK DRIVE

(Street)

HOUSTON, ^ TX ^ 77042

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/01/2016

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Exec. VP, Finance and CFO

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

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 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

69

D

^

Restricted Stock Units <sup>(1)</sup>

48,588

D

^

Common Stock

1,301.214

I

Company Savings Plan

Common Stock

4,602.18

I

Held by Spouse

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

SEC 1473 (7-02)

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information contained in this form are not  
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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

3. Title and Amount of  
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect  
Beneficial Ownership

## Edgar Filing: Phillips 66 - Form 3

(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	Â (2) 02/03/2025	Common Stock	9,900	\$ 74.135	D	Â
Phantom Stock (3)	Â (3) Â (3)	Common Stock	9.397	\$ 76.45	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Kevin J 3010 BRIARPARK DRIVE HOUSTON, TX 77042	Â	Â	Â Exec. VP, Finance and CFO	Â

## Signatures

Grant F. Adamson, by Power of Attorney filed with the Commission on January 7, 2016. 01/11/2016

\_\_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) Restricted Stock Units settle for shares of Phillips 66 common stock on a 1-for-1 basis on the third anniversary of the grant provided performance criteria are met.
- (2) The stock options become exercisable in 3 equal annual installments beginning February 3, 2016.

The shares of phantom stock convert to Phillips 66 stock on a 1-for-1 basis and were acquired under a Defined Contribution Makeup Plan

- (3) 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).

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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