

Mandell Brian
Form 3
August 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mandell Brian | | | (Month/Day/Year) | Phillips 66 [PSX] | |
| (Last) | (First) | (Middle) | 08/01/2018 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2331 CITYWEST BLVD. | | | | | |
| (Street) | | | | (Check all applicable) | |
| | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| HOUSTON,Â TXÂ 77042 | | | | | |
| (City) | (State) | (Zip) | | | |

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 | 10,035.512 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 02/03/2025 | Common Stock | 3,000 | \$ 74.135 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 02/02/2026 | Common Stock | 9,800 | \$ 78.62 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/07/2027 | Common Stock | 14,100 | \$ 78.475 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 02/06/2028 | Common Stock | 12,100 | \$ 94.85 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mandell Brian 2331 CITYWEST BLVD. HOUSTON, TX 77042 | Â | Â | Â Senior Vice President | Â |

Signatures

Amanda K. Maki, as
Attorney-in-Fact

08/07/2018

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) Includes 9,328 restricted stock units (RSUs) - 2,522 RSUs that vest on February 2, 2019; 3,642 RSUs that vest on February 7, 2020; and 3,164 RSUs that vest on February 6, 2021.
- (2) The stock options become exercisable in three equal annual installments beginning February 3, 2016.
- (3) The stock options become exercisable in three equal annual installments beginning February 2, 2017.
- (4) The stock options become exercisable in three equal annual installments beginning February 7, 2018.
- (5) The stock options become exercisable in three equal annual installments beginning February 6, 2019.

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.