

Bullock William L. Jr.
 Form 3
 February 20, 2019

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 Bullock William L. Jr. | | (Month/Day/Year) | CONOCOPHILLIPS [COP] | |
| (Last) | (First) | (Middle) | 02/15/2019 | |
| 16930 PARK ROW DR. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77084 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President | |

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 | 17,358 | D | Â |
| Common Stock | 4,430.02 ⁽¹⁾ | I | By ConocoPhillips Savings Plan |
| Common Stock | 133 | I | By William L. Bullock Family Trust ⁽²⁾ |
| Common Stock | 133 | I | By Mother ⁽³⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 1,179.945 | \$ <u>(5)</u> | D | Â |
| Stock Options (Right to Buy) | Â <u>(6)</u> | 02/12/2020 | Common Stock | 25,628 | \$ 36.9 | D | Â |
| Stock Options (Right to Buy) | Â <u>(7)</u> | 02/10/2021 | Common Stock | 20,546 | \$ 53.47 | D | Â |
| Stock Options (Right to Buy) | Â <u>(8)</u> | 02/09/2022 | Common Stock | 24,441 | \$ 54.8 | D | Â |
| Stock Options (Right to Buy) | Â <u>(9)</u> | 02/05/2023 | Common Stock | 37,600 | \$ 58.0775 | D | Â |
| Stock Options (Right to Buy) | Â <u>(10)</u> | 02/18/2024 | Common Stock | 39,500 | \$ 65.463 | D | Â |
| Stock Options (Right to Buy) | Â <u>(11)</u> | 02/17/2025 | Common Stock | 45,200 | \$ 69.245 | D | Â |
| Stock Options (Right to Buy) | Â <u>(12)</u> | 02/16/2026 | Common Stock | 81,000 | \$ 33.125 | D | Â |
| Stock Options (Right to Buy) | Â <u>(13)</u> | 02/14/2027 | Common Stock | 71,200 | \$ 49.755 | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 3,936 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 5,085 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 6,328 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 3,573 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 1,891 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(14)</u> | Â <u>(15)</u> | Common Stock | 4,490 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(17)</u> | Â <u>(15)</u> | Common Stock | 8,034 | \$ <u>(16)</u> | D | Â |
| Stock Units | Â <u>(18)</u> | Â <u>(15)</u> | Common Stock | 12,434 | \$ <u>(16)</u> | D | Â |

| | | | | | | | |
|-------------|--------|--------|--------------|-------------|---------|---|---|
| Stock Units | Â (19) | Â (15) | Common Stock | 57,800 | \$ (16) | D | Â |
| Stock Units | Â (20) | Â (15) | Common Stock | 11,056.3049 | \$ (16) | D | Â |
| Stock Units | Â (20) | Â (15) | Common Stock | 11,179 | \$ (16) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bullock William L. Jr. 16930 PARK ROW DR. HOUSTON, TX 77084 | Â | Â | Â President | Â |

Signatures

Mary K. Ytterberg, Attorney
In Fact (by Power of Attorney
filed herewith) 02/20/2019

**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 units acquired through routine dividend transactions that are exempt under rule 16a-11.
The reporting person holds a Power of Attorney for the trustee of the William L. Bullock Family Trust. The reporting person is among the beneficiaries of the trust. The reporting person disclaims beneficial ownership of the ConocoPhillips common stock held by the trust except to the extent of his pecuniary interest therein.
 - (3) The reporting person is the guardian of his mother's estate and is among the beneficiaries of the estate. The reporting person disclaims beneficial ownership of his mother's shares to the extent he does not have a pecuniary interest in such shares.
 - (4) The shares of phantom stock were acquired under a Defined Contribution Makeup Plan 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 is not an exempt transaction under an Excess Benefit Plan pursuant to rule 16b-3(c).
 - (5) The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.
 - (6) Vests in three equal annual installments beginning February 12, 2010.
 - (7) Vests in three equal annual installments beginning February 10, 2011.
 - (8) Vests in three equal annual installments beginning February 9, 2012.
 - (9) Vests in three equal annual installments beginning February 5, 2013.
 - (10) Vests in three equal annual installments beginning February 18, 2014.
 - (11) Vests in three equal annual installments beginning February 17, 2015.
 - (12) Vests in three equal annual installments beginning February 16, 2016.
 - (13) Vests in three equal annual installments beginning February 14, 2017.
 - (14) 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

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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.

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

(16) The stock units represent 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; (d) termination of employment following a change in control; or (e) February 18, 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 18, 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 settlement of stock units until a later date.

(17)

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 18, 2020. 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 18, 2020 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 settlement of stock units until a later date.

(18)

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 (ii) 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 settlement of stock units until a later date.

(19)

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

(20)

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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