

CONOCOPHILLIPS CO  
Form FWP  
January 30, 2009

**Filed Pursuant to Rule 433**  
**Registration Statement Nos. 333-133363**  
**333-133363-03**  
**January 29, 2009**

**PRICING TERM SHEET**

**Issuer:** ConocoPhillips

**Guarantor:** ConocoPhillips Company

**Ratings\*:** A1 (Moody s); A (S&P); A (Fitch)

**Issue of Securities:** 4.75% Notes due 2014

**Principal Amount:** \$1,500,000,000

**Coupon:** 4.75%

**Interest Payment Dates:** Semi-annually on February 1 and August 1, commencing on August 1, 2009

**Maturity Date:** February 1, 2014

**Treasury Benchmark:** 1.50% due December 31, 2013

**U.S. Treasury Price:** 98 09+

**U.S. Treasury Yield:** 1.864%

**Spread to Treasury:** +295 bps

**Re-offer Yield:** 4.814%

**Initial Price to Public:** per Note: 99.719%; Total: \$1,495,785,000

**Optional Redemption:** At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date.

**Make-Whole Premium:** +50 bps

**Settlement Date:** February 3, 2009

**CUSIP:** 20825C AS3

**Denomination:** \$2,000 and increments of \$1,000 in excess thereof

**Joint Book-Runners:** Banc of America Securities LLC  
Barclays Capital Inc.  
Credit Suisse Securities (USA) LLC

Edgar Filing: CONOCOPHILLIPS CO - Form FWP

Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Greenwich Capital Markets, Inc.

---

**Co-Managers:** SG Americas Securities, LLC  
Mitsubishi UFJ Securities International plc  
DnB NOR Markets, Inc.  
Banca IMI S.p.A.  
BBVA Securities, Inc.  
BNP Paribas Securities Corp.  
BNY Mellon Capital Markets, LLC  
Calyon Securities (USA) Inc.  
Daiwa Securities America Inc.  
Guzman & Company  
HSBC Securities (USA) Inc.  
ING Financial Markets LLC  
Mizuho Securities USA Inc.  
Morgan Stanley & Co. Incorporated  
RBC Capital Markets Corporation  
Scotia Capital (USA) Inc.  
Standard Chartered Bank  
The Williams Capital Group, L.P.  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

Certain of the underwriters are not U.S. registered broker-dealers and, therefore, to the extent that they intend to effect any sales of the notes in the United States, they will do so through one or more U.S. registered broker-dealers as permitted by Financial Industry Regulatory Authority regulations.

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-227-2275, ext. 2663 or Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.

---

<b>Issuer:</b>	ConocoPhillips
<b>Guarantor:</b>	ConocoPhillips Company
<b>Ratings*:</b>	A1 (Moody's); A (S&P); A (Fitch)
<b>Issue of Securities:</b>	5.75% Notes due 2019
<b>Principal Amount:</b>	\$2,250,000,000
<b>Coupon:</b>	5.75%
<b>Interest Payment Dates:</b>	Semi-annually on February 1 and August 1, commencing on August 1, 2009
<b>Maturity Date:</b>	February 1, 2019
<b>Treasury Benchmark:</b>	3.75% due November 15, 2018
<b>U.S. Treasury Price:</b>	107 09
<b>U.S. Treasury Yield:</b>	2.890%
<b>Spread to Treasury:</b>	+295 bps
<b>Re-offer Yield:</b>	5.840%
<b>Initial Price to Public:</b>	per Note: 99.326%; Total: \$2,234,835,000
<b>Optional Redemption:</b>	At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date.
<b>Make-Whole Premium:</b>	+50 bps
<b>Settlement Date:</b>	February 3, 2009
<b>CUSIP:</b>	20825C AR5
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Runners:</b>	Banc of America Securities LLC Barclays Capital Inc. Credit Suisse Securities (USA) LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc.

**Co-Managers:** SG Americas Securities, LLC  
Mitsubishi UFJ Securities International plc  
DnB NOR Markets, Inc.  
Banca IMI S.p.A.  
BBVA Securities, Inc.  
BNP Paribas Securities Corp.  
BNY Mellon Capital Markets, LLC  
Calyon Securities (USA) Inc.  
Daiwa Securities America Inc.  
Guzman & Company  
HSBC Securities (USA) Inc.  
ING Financial Markets LLC  
Mizuho Securities USA Inc.  
Morgan Stanley & Co. Incorporated  
RBC Capital Markets Corporation  
Scotia Capital (USA) Inc.  
Standard Chartered Bank  
The Williams Capital Group, L.P.  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

Certain of the underwriters are not U.S. registered broker-dealers and, therefore, to the extent that they intend to effect any sales of the notes in the United States, they will do so through one or more U.S. registered broker-dealers as permitted by Financial Industry Regulatory Authority regulations.

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-227-2275, ext. 2663 or Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.

---

<b>Issuer:</b>	ConocoPhillips
<b>Guarantor:</b>	ConocoPhillips Company
<b>Ratings*:</b>	A1 (Moody s); A (S&P); A (Fitch)
<b>Issue of Securities:</b>	6.50% Notes due 2039
<b>Principal Amount:</b>	\$2,250,000,000
<b>Coupon:</b>	6.50%
<b>Interest Payment Dates:</b>	Semi-annually on February 1 and August 1, commencing on August 1, 2009
<b>Maturity Date:</b>	February 1, 2039
<b>Treasury Benchmark:</b>	4.375% due February 15, 2038
<b>U.S. Treasury Price:</b>	112 22+
<b>U.S. Treasury Yield:</b>	3.661%
<b>Spread to Treasury:</b>	+295 bps
<b>Re-offer Yield:</b>	6.611%
<b>Initial Price to Public:</b>	per Note: 98.560%; Total: \$2,217,600,000
<b>Optional Redemption:</b>	At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date.
<b>Make-Whole Premium:</b>	+50 bps
<b>Settlement Date:</b>	February 3, 2009
<b>CUSIP:</b>	20825C AQ7
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Runners:</b>	Banc of America Securities LLC Barclays Capital Inc. Credit Suisse Securities (USA) LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc.

**Co-Managers:** SG Americas Securities, LLC  
Mitsubishi UFJ Securities International plc  
DnB NOR Markets, Inc.  
Banca IMI S.p.A.  
BBVA Securities, Inc.  
BNP Paribas Securities Corp.  
BNY Mellon Capital Markets, LLC  
Calyon Securities (USA) Inc.  
Daiwa Securities America Inc.  
Guzman & Company  
HSBC Securities (USA) Inc.  
ING Financial Markets LLC  
Mizuho Securities USA Inc.  
Morgan Stanley & Co. Incorporated  
RBC Capital Markets Corporation  
Scotia Capital (USA) Inc.  
Standard Chartered Bank  
The Williams Capital Group, L.P.  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

Certain of the underwriters are not U.S. registered broker-dealers and, therefore, to the extent that they intend to effect any sales of the notes in the United States, they will do so through one or more U.S. registered broker-dealers as permitted by Financial Industry Regulatory Authority regulations.

*\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Barclays Capital Inc. toll-free at 1-888-227-2275, ext. 2663 or Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.