

CONOCOPHILLIPS  
Form 4  
April 04, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHACKOULS BOBBY S

(Last) (First) (Middle)

600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2006

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |
| Common Stock                    | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                   | 85,598                                                                                        | A                                                        | <u>(2)</u> 85,598                 |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | D                                                        |                                   |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: CONOCOPHILLIPS - Form 4

| 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) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (A)     | (D)                                                      | Date Exercisable | Expiration Date                                               | Title        | Amount or Number of Shares |
| Stock Options (right to buy)               | \$ 20.35                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 4,904   |                                                          | <sup>(3)</sup>   | 01/20/2014                                                    | Common Stock | 4,904                      |
| Stock Options (right to buy)               | \$ 20.35                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 283,606 |                                                          | <sup>(3)</sup>   | 01/21/2014                                                    | Common Stock | 283,606                    |
| Stock Options (right to buy)               | \$ 30.65                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 3,173   |                                                          | <sup>(3)</sup>   | 01/25/2015                                                    | Common Stock | 3,173                      |
| Stock Options (right to buy)               | \$ 30.65                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 68,954  |                                                          | <sup>(3)</sup>   | 01/26/2015                                                    | Common Stock | 68,954                     |
| Stock Options (right to buy)               | \$ 30.65                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 72,127  |                                                          | <sup>(3)</sup>   | 01/26/2015                                                    | Common Stock | 72,127                     |
| Stock Options (right to buy)               | \$ 62.99                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 1,586   |                                                          | <sup>(3)</sup>   | 01/24/2016                                                    | Common Stock | 1,586                      |
| Stock Options (right to buy)               | \$ 62.99                                               | 03/31/2006                           |                                                    | A <sup>(1)</sup>               |                                                                                         | 121,030 |                                                          | <sup>(3)</sup>   | 01/25/2016                                                    | Common Stock | 121,030                    |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| SHACKOULS BOBBY S<br>600 NORTH DAIRY ASHFORD<br>HOUSTON, TX 77079 | X             |           |         |       |

## Signatures

Michael A. Gist, attorney-in-fact (Power of Attorney filed with the Commission on 04/04/2006)

04/04/2006

\_\_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).

- In connection with the merger (the "Merger") of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006, each share of Burlington Resources common stock was converted into the right to receive \$46.50 in cash and 0.7214 shares of
- (1) ConocoPhillips common stock. In addition, certain options and awards with respect to shares of Burlington common stock were converted into options and awards with respect to ConocoPhillips common stock at a ratio of one to approximately 1.4426. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-3.
- 67,264 of these shares and certain cash were received in connection with the Merger in exchange for 93,242 shares of Burlington
- (2) common stock. 18,334 of these shares were received in connection with the Merger in exchange for 12,710 shares of Burlington common stock.
  - (3) Immediately.
  - (4) Received in connection with the Merger in exchange for options to acquire 3,400 shares of Burlington common stock for \$29.36 per share.
  - (5) Received in connection with the Merger in exchange for options to acquire 196,600 shares of Burlington common stock for \$29.36 per share.
  - (6) Received in connection with the Merger in exchange for options to acquire 2,200 shares of Burlington common stock for \$44.22 per share.
  - (7) Received in connection with the Merger in exchange for options to acquire 47,800 shares of Burlington common stock for \$44.22 per share.
  - (8) Received in connection with the Merger in exchange for options to acquire 50,000 shares of Burlington common stock for \$44.22 per share.
  - (9) Received in connection with the Merger in exchange for options to acquire 1,100 shares of Burlington common stock for \$90.87 per share.
  - (10) Received in connection with the Merger in exchange for options to acquire 83,900 shares of Burlington common stock for \$90.87 per share.

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.