

CONOCOPHILLIPS
Form 4
April 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
CARRIG JOHN A

(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)
04/11/2005

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)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/11/2005		M		4,246 A \$ 47.1	60,292	D
Common Stock	04/11/2005		F		1,831 D \$ 109.22	58,461	D
Common Stock	04/11/2005		M		872 A \$ 46.29	59,333	D
Common Stock	04/11/2005		F		369 D \$ 109.22	58,964	D
Common Stock	04/11/2005		M		1,676 A \$ 43.35	60,640	D

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Common Stock	04/11/2005	F	665	D	\$ 109.22	59,975	D
Common Stock	04/11/2005	M	2,556	A	\$ 45.75	62,531	D
Common Stock	04/11/2005	F	1,070	D	\$ 109.22	61,461	D
Common Stock	04/11/2005	M	88	A	\$ 42.44	61,549	D
Common Stock	04/11/2005	F	34	D	\$ 109.22	61,515	D
Common Stock	04/11/2005	M	3,755	A	\$ 34.75	65,270	D
Common Stock	04/11/2005	F	1,194	D	\$ 109.22	64,076	D

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

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

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 47.1	04/11/2005		M	4,246	<u>(1)</u> 10/22/2012	Common Stock	4,246
Stock Option (right to buy)	\$ 46.29	04/11/2005		M	872	08/30/2002 10/12/2008	Common Stock	872
Stock Option	\$ 43.35	04/11/2005		M	1,676	08/30/2002 01/12/2008	Common Stock	1,676

(right to buy)

Stock Option (right to buy)	\$ 45.75	04/11/2005	M	2,556	08/30/2002	01/13/2007	Common Stock	2,556
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Stock Option (right to buy)	\$ 42.44	04/11/2005	M	88	08/30/2002	10/14/2006	Common Stock	88
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Stock Option (right to buy)	\$ 34.75	04/11/2005	M	3,755	08/30/2002	01/08/2006	Common Stock	3,755
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRIG JOHN A 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Vice President	

Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)	04/13/2005
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__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).
- (1) The option becomes exercisable in three equal annual installments beginning October 22, 2003.

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.