

CONOCOPHILLIPS  
Form 8-K  
September 30, 2004

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 29, 2004**

**ConocoPhillips**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-49987**  
(Commission  
File Number)

**01-0562944**  
(I.R.S. Employer  
Identification No.)

**600 North Dairy Ashford  
Houston, Texas 77079**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(281) 293-1000**

**n/a**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Shareholder Agreement dated 9/29/2004

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**Item 7.01. Regulation FD Disclosure**

ConocoPhillips is hereby furnishing a the slide presentation to be used by certain executive officers of ConocoPhillips when they speak to the various members of the financial and investing community on September 30, 2004. The presentation is filed as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 and Exhibit 99.1 of Item 9.01 is being furnished, not filed. Accordingly, the information in this Item 7.01 and Exhibit 99.1 of Item 9.01 will not be incorporated by reference into any registration statement filed by ConocoPhillips under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by ConocoPhillips that (i) the information in this report is material or complete or (ii) investors should consider this information before making an investment decision with respect to any security of ConocoPhillips or any of its affiliates.

**Item 8.01. Other Events**

In connection with our acquisition of a 7.59% ownership interest in LUKOIL, we have entered into a Shareholder Agreement with LUKOIL. The Shareholder s Agreement is filed as Exhibit 99.2 to this report and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 Slide presentation given by certain executive officers of ConocoPhillips on September 30, 2004.

99.2 Shareholder Agreement, dated September 29, 2004, by and between LUKOIL and ConocoPhillips.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONOCOPHILLIPS**

September 30, 2004

/s/ Stephen F. Gates  
*Stephen F. Gates*  
Senior Vice President and General  
Counsel

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**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

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99.1	Slide presentation given by certain executive officers of ConocoPhillips on September 30, 2004.
99.2	Shareholder Agreement, dated September 29, 2004, by and between LUKOIL and ConocoPhillips.