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CONOCOPHILLIPS  
Form 8-K  
February 26, 2004

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): February 23, 2004

ConocoPhillips  
(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| Delaware<br>(State or other<br>jurisdiction of<br>incorporation) | 000-49987<br>(Commission<br>File Number) | 01-0562944<br>(I.R.S. Employer<br>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

Item 7. Financial Statements and Exhibits

(c) Exhibit

99 -- Press release issued by ConocoPhillips on February 23, 2004.

Item 12. Results of Operations and Financial Condition

On February 23, 2004, ConocoPhillips issued a press release announcing the company's replacement of 2003 production. A copy of the press release is furnished as Exhibit 99 hereto and incorporated herein by reference.

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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

/s/ John A. Carrig

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John A. Carrig  
Executive Vice President, Finance, and  
Chief Financial Officer

February 26, 2004

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| -----       | -----   |
| 99          | -- Press release issued by ConocoPhillips on February 23, 2004. |

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1; border-bottom-width: 1">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 (\$1.25 par value per share) 08/23/2005 A 340 A \$ 35.95 22,759 I  
Rabbi Trust Common Stock (\$1.25 par value per share) 1,000 I Family Trust Common Stock (\$1.25 par  
value per share) 300 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Stock option (right-to-buy)                | \$ 13.13   |                                      |  |                                |   | 04/20/2001      04/19/2010                               | Common Stock      2,000                                       |
| Stock option (right-to-buy)                | \$ 25.69   |                                      |  |                                |   | 04/19/2002      04/18/2011                               | Common Stock      1,500                                       |
| Stock option (right-to-buy)                | \$ 32.12   |                                      |  |                                |   | 04/18/2003      04/17/2012                               | Common Stock      1,500                                       |
| Stock option (right-to-buy)                | \$ 14.29   |                                      |  |                                |   | 04/21/2004      04/20/2013                               | Common Stock      1,500                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COBLE HUGH K<br>5215 N. O'CONNOR BLVD.<br>SUITE 2300<br>IRVING, TX 75039 | X             |           |         |       |

## Signatures

/s/ Ronald F. Shuff, by power of attorney      08/24/2005

\_\_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).

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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