CONOCOPHILLIPS
Form 4
May 19, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNEY RAND C

(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)
05/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/15/2008		M		16,000	A	$ 31.14	55,459	D	
Common Stock	05/15/2008		M		28,400	A	$ 27.385	83,859	D	
Common Stock	05/15/2008		M		14,662	A	$ 23.55	98,521	D	
Common Stock	05/15/2008		M		12,738	A	$ 23.55	111,259	D	
Common Stock	05/15/2008		F		3,384	D	$ 88.65	107,875	D	

Common Stock	05/15/2008	S	100	D	$ 89.35	107,775	D
Common Stock	05/15/2008	S	100	D	$ 89.32	107,675	D
Common Stock	05/15/2008	S	28,200	D	$ 89.3	79,475	D
Common Stock	05/15/2008	S	500	D	$ 89.18	78,975	D
Common Stock	05/15/2008	S	200	D	$ 89.12	78,775	D
Common Stock	05/15/2008	S	1,200	D	$ 89.11	77,575	D
Common Stock	05/15/2008	S	1,039	D	$ 89.1	76,536	D
Common Stock	05/15/2008	S	200	D	$ 89.09	76,336	D
Common Stock	05/15/2008	S	100	D	$ 89.08	76,236	D
Common Stock	05/15/2008	S	1,258	D	$ 89.07	74,978	D
Common Stock	05/15/2008	S	2,987	D	$ 89.06	71,991	D
Common Stock	05/15/2008	S	855	D	$ 89.05	71,136	D
Common Stock	05/15/2008	S	1,161	D	$ 89.04	69,975	D
Common Stock	05/15/2008	S	1,300	D	$ 89.03	68,675	D
Common Stock	05/15/2008	S	500	D	$ 89.02	68,175	D
Common Stock	05/15/2008	S	2,300	D	$ 89.01	65,875	D
Common Stock	05/15/2008	S	3,200	D	$ 89	62,675	D
Common Stock	05/15/2008	S	800	D	$ 88.98	61,875	D
Common Stock	05/15/2008	S	900	D	$ 88.97	60,975	D
Common Stock	05/15/2008	S	365	D	$ 88.96	60,610	D
	05/15/2008	S	620	D	$ 88.95	59,990	D

Common Stock								
Common Stock	05/15/2008		S	2,300	D	$ 88.94	57,690	D
Common Stock	05/15/2008		S	780	D	$ 88.92	56,910	D
Common Stock	05/15/2008		S	3,135	D	$ 88.91	53,775	D
Common Stock	05/15/2008		S	1,500	D	$ 88.9	52,275	D

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

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SEC 1474 (9-02)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	$ 31.14 (1)	05/15/2008		M			16,000	(2)	10/09/2010	Common Stock	16,000	
Stock Options (right to buy)	$ 27.385 (1)	05/15/2008		M			28,400	(2)	10/08/2011	Common Stock	28,400	
Stock Options (right to buy)	$ 23.55 (1)	05/15/2008		M			14,662	(3)	10/22/2012	Common Stock	14,662	
Stock Options (right to buy)	$ 23.55 (1)	05/15/2008		M			12,738	(3)	10/22/2012	Common Stock	12,738	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNEY RAND C 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Vice President and Controller	

Signatures

Chris Wood, by Power of Attorney filed herewith	05/19/2008
**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) On June 1, 2005, the Common Stock of the issuer split on a 2-for-1 basis by means of a 100% stock dividend payable to stockholders of record as of May 16, 2005. As a result, the exercise price and the number of shares that may be acquired upon exercise of the stock options as of the date of the transactions reported herein reflects the stock split.

(2) The stock options became immediately exercisable upon the approval by the stockholders of Phillips Petroleum Company of the merger with Conoco Inc. at the special meeting of Phillips stockholders held on March 12, 2002.

(3) The stock option became exercisable in three equal installments beginning on October 9, 2001.

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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