

BERNEY RAND C
Form 4
November 29, 2004

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 *
BERNEY RAND C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 NORTH DAIRY ASHFORD

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP and Controller

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77079

(City) (State) (Zip)

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	11/24/2004		M	412 A \$ 34.75	9,188	D	
Common Stock	11/24/2004		M	1,766 A \$ 43.35	10,954	D	
Common Stock	11/24/2004		M	293 A \$ 43.75	11,247	D	
Common Stock	11/24/2004		M	607 A \$ 45.75	11,854	D	
Common Stock	11/24/2004		M	4,400 A \$ 46.29	16,254	D	

Edgar Filing: BERNEY RAND C - Form 4

Common Stock	11/24/2004	M	150	A	\$ 50.25	16,404	D	
Common Stock	11/24/2004	F	3,823	D	\$ 89.55	12,581	D	
Common Stock						11,431	I	By ConocoPhillips Savings Plan

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)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 34.75	11/24/2004		M	412	03/12/2002 01/08/2006		Common Stock	412
Stock Options (right to buy)	\$ 43.35	11/24/2004		M	1,766	03/12/2002 01/12/2008		Common Stock	1,766
Stock Options (right to buy)	\$ 43.75	11/24/2004		M	293	03/12/2002 02/09/2007		Common Stock	293
Stock Options (right to buy)	\$ 45.75	11/24/2004		M	607	03/12/2002 01/13/2007		Common Stock	607
Stock Options	\$ 46.29	11/24/2004		M	4,400	03/12/2002 10/12/2008		Common Stock	4,400

(right to buy)

Stock

Options (right to buy)	\$ 50.25	11/24/2004	M	150	03/12/2002	12/08/2007	Common Stock	150
------------------------	----------	------------	---	-----	------------	------------	--------------	-----

Reporting Owners

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

Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)	11/29/2004
---	------------

__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.

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.