

CONOCOPHILLIPS
Form 4
December 03, 2004

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 *
MULVA JAMES J

(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)
12/01/2004

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)
President and CEO

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 | 12/01/2004 | | M | | 60,573 | A | \$ 34.75 |
| Common Stock | 12/01/2004 | | M | | 1,655 | A | \$ 42.44 |
| Common Stock | 12/01/2004 | | M | | 39,864 | A | \$ 43.35 |
| Common Stock | 12/01/2004 | | M | | 8,000 | A | \$ 43.75 |
| Common Stock | 12/01/2004 | | M | | 3,200 | A | \$ 43.85 |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|---------|---|
| Common Stock | 12/01/2004 | | M | 53,215 | A | \$ 45.75 | 337,900 | D |
| Common Stock | 12/01/2004 | | F | 76,038 | D | \$ 89.8 | 261,862 | D |
| Common Stock | | | | | | | 43,799 | I |

By
ConocoPhillips
Savings Plan

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (right to buy) | \$ 34.75 | 12/01/2004 | | M | 60,573 | 03/12/2002 01/08/2006 | Common Stock 60,573 |
| Stock Options (right to buy) | \$ 42.44 | 12/01/2004 | | M | 1,655 | 03/12/2002 10/14/2006 | Common Stock 1,655 |
| Stock Options (right to buy) | \$ 43.35 | 12/01/2004 | | M | 39,864 | 03/12/2002 01/12/2008 | Common Stock 39,864 |
| Stock Options (right to buy) | \$ 43.75 | 12/01/2004 | | M | 8,000 | 03/12/2002 02/09/2007 | Common Stock 8,000 |
| Stock Options (right to buy) | \$ 43.85 | 12/01/2004 | | M | 3,200 | 03/12/2002 07/14/2007 | Common Stock 3,200 |

buy)
 Stock
 Options (right to buy) \$ 45.75 12/01/2004 M 53,215 03/12/2002 01/13/2007 Common Stock 53,215

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MULVA JAMES J 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | X | | President and CEO | |

Signatures

| | |
|---|------------|
| Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 03/01/2004) | 12/03/2004 |
| **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.