

CONOCOPHILLIPS  
Form DEF 14A  
April 04, 2003

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_)**

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- [X] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to §240.14a-12

ConocoPhillips

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1)Amount Previously Paid:

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2)Form, Schedule or Registration Statement No.:

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3)Filing Party:

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4)Date Filed:

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**600 North Dairy Ashford**

**Houston, Texas 77079**

**NOTICE OF  
2003  
ANNUAL  
STOCKHOLDERS  
MEETING**

**MAY 6, 2003**

**and**

**PROXY  
STATEMENT**

Tuesday  
May 6, 2003  
10:30 a.m. local time

Omni Houston Hotel Westside  
13210 Katy Freeway  
Houston, Texas 77079

**April 4, 2003**

**Dear ConocoPhillips Stockholder:**

On behalf of your board of directors and management, you are cordially invited to attend the Annual Meeting of Stockholders to be held at the Omni Houston Hotel Westside, 13210 Katy Freeway, Houston, Texas on May 6, 2003 at 10:30 a.m.

It is important that your shares be represented at the meeting. Whether or not you plan to attend the meeting, please either complete and return the enclosed proxy card in the accompanying envelope or submit your proxy using the Internet or telephone procedures provided on the proxy card. Please note that submitting a proxy using any one of these methods will not prevent you from attending the meeting and voting in person.

You will find information regarding the matters to be voted on at the meeting in the enclosed proxy statement. ConocoPhillips 2002 Annual Report to Stockholders is either enclosed with these materials or has previously been mailed to you.

In addition to the formal items of business to be brought before the meeting, there will be a report on ConocoPhillips operations during 2002, followed by a question and answer period. Your interest in ConocoPhillips is appreciated. We look forward to seeing you on May 6.

Sincerely,

J. J. Mulva  
*President and  
Chief Executive Officer*

Archie W. Dunham  
*Chairman of the Board*

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**CONOCOPHILLIPS**

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

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**PROXY STATEMENT**

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**NOTICE OF 2003 ANNUAL MEETING OF STOCKHOLDERS**

Time	10:30 a.m. on Tuesday, May 6, 2003
Place	Omni Houston Hotel Westside 13210 Katy Freeway Houston, Texas 77079
Items of Business	To elect five directors,  To ratify the appointment of Ernst & Young LLP as independent auditors for the Company for 2003, and  To transact other business properly coming before the meeting.
Who Can Vote	You can vote if you were a stockholder of record as of March 10, 2003.
Voting by Proxy	Please submit a proxy as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. You may submit your proxy:  Over the Internet,  By telephone, or  By mail  For specific instructions, please refer to the section entitled About the Annual Meeting beginning on page 2 of this proxy statement and the voting instructions on the proxy card.
Date of Mailing	This notice and the proxy statement are first being mailed to stockholders on or about April 4, 2003.  By Order of the Board of Directors  E. Julia Lambeth <i>Corporate Secretary</i>

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**About the Annual Meeting**

***Who is soliciting my vote?***

The board of directors of ConocoPhillips is soliciting your vote at the 2003 Annual Meeting of ConocoPhillips stockholders.

***What am I voting on?***

You are voting on:

Election of directors (*see page 8*), and

Ratification of the appointment of Ernst & Young LLP as ConocoPhillips independent auditors for 2003 (*see page 34*).

***Who is entitled to vote?***

You may vote if you were the record owner of ConocoPhillips common stock as of the close of business on March 10, 2003. Each share of common stock is entitled to one vote. As of March 10, 2003, we had 705,105,249 shares of common stock outstanding and entitled to vote. There is no cumulative voting.

***How many votes must be present to hold the meeting?***

Your shares are counted as present at the Annual Meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail. In order for us to hold our meeting, holders of a majority of our outstanding shares of common stock as of March 10, 2003 must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting.

***What is a broker non-vote?***

If a broker does not have discretion to vote shares held in street name on a particular proposal and does not receive instructions from the beneficial owner on how to vote those shares, the broker may return the proxy card without voting on that proposal. This is known as a *broker non-vote*. Broker non-votes will have no effect on the vote for any matter properly introduced at the meeting.

***How many votes are needed to approve each of the proposals?***

The nominees for election as directors at the Annual Meeting who receive the highest number of FOR votes will be elected as directors. This is called plurality voting. Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your shares FOR all the nominees for director named in this proxy statement.

All other proposals require the affirmative FOR vote of a majority of those shares present in person or represented by proxy at the meeting and entitled to vote on the proposal.

***How do I vote?***

You can vote either *in person* at the meeting or *by proxy* without attending the meeting.

To vote by proxy, you must either:

fill out the enclosed *proxy card*, date and sign it, and return it in the enclosed postage-paid envelope,



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vote by *telephone* (instructions are on the proxy card), or

vote by *Internet* (instructions are on the proxy card).

If you hold your ConocoPhillips stock in a brokerage account (that is, in street name), your ability to vote by telephone or over the Internet depends on your broker's voting process. Please follow the directions on your proxy card or voting instruction form carefully.

Even if you plan to attend the meeting, we encourage you to vote your shares by proxy. If you plan to vote in person at the Annual Meeting, and you hold your ConocoPhillips stock in street name, you must obtain a proxy from your broker and bring that proxy to the meeting.

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***How do I vote if I hold my stock through ConocoPhillips employee benefit plans?***

If you hold your stock through ConocoPhillips employee benefit plans, you must either:

fill out the enclosed *voting instruction form*, date and sign it, and return it in the enclosed postage-paid envelope, or

vote by *telephone* (instructions are on the voting instruction form).

You will receive a separate voting instruction form for each employee benefit plan in which you have an interest. Please pay close attention to the deadline for returning your voting instruction form to the plan trustee. The voting deadline for each plan is set forth on the voting instruction form. Please note that different plans may have different deadlines.

***Can I change my vote?***

Yes. You can change or revoke your vote at any time before the polls close at the Annual Meeting. You can do this by:

signing another proxy card with a later date and returning it prior to the meeting,

sending our Corporate Secretary a written document revoking your earlier proxy,

voting again by telephone or over the Internet prior to 11:00 p.m. Eastern Daylight Time on May 5, 2003, or

voting again at the meeting.

***Is my vote confidential?***

Yes. Our policy treats as confidential all proxies, ballots and voting tabulations, including telephone voting, that identify stockholders, except when:

the law requires disclosure,

the stockholder writes comments on the proxy card,

there is a proxy contest or other solicitation of proxies based on an opposition proxy statement, or

any matter for stockholder approval requires the vote of more than a majority of the shares present at any meeting.

If you hold shares through one of ConocoPhillips domestic employee benefit plans, the provisions of the plans and related trust agreements require that your voting directions to each plan's trustee will be confidential.

***Who counts the votes?***

We have hired Mellon Investor Services LLC, our transfer agent, to count the votes represented by proxies cast by ballot, telephone and the Internet. Employees of Mellon Investor Services will act as Inspectors of Election.

***Will my shares be voted if I don't provide my proxy and don't attend the Annual Meeting?***

If you do not provide a proxy or vote your shares held in your name, your shares will not be voted.

If you hold your shares in street name, your broker may be able to vote your shares for certain routine matters even if you do not provide the broker with voting instructions. The election of directors and the ratification of Ernst & Young LLP as our independent auditors for 2003 are considered routine matters.

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For matters not considered routine, if you do not give your broker instructions on how to vote your shares, the broker may return the proxy card without voting on that proposal. This is a broker non-vote.

If you hold your shares through one of ConocoPhillips' employee benefit plans and do not vote your shares, your shares (along with all other shares in the plan for which votes are not cast) will be voted pro rata by the trustee in accordance with the votes directed by other participants in the plan who elect to act as a fiduciary entitled to direct the trustee of the applicable plan on how to vote the shares.

### ***How are votes counted?***

In the election of directors, you may vote FOR all of the nominees or your vote may be WITHHELD with respect to