

REILLY WILLIAM K
Form 4
January 13, 2006

FORM 4

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

OMB APPROVAL

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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 *
REILLY WILLIAM K

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2006

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

HOUSTON, TX 77079

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

(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 | 01/11/2006 | | M | 3,650 A \$ 24.59 | 16,953 ⁽¹⁾ | D | |
| Common Stock | 01/11/2006 | | M | 4,116 A \$ 29.08 | 21,069 | D | |
| Common Stock | 01/11/2006 | | M | 4,014 A \$ 29.93 | 25,083 | D | |
| Common Stock | 01/11/2006 | | S | 11,780 D \$ 60.35 | 13,303 | D | |
| Common Stock | 01/11/2006 | | S | 340 D \$ 60.88 | 12,963 | D | |
| | 01/11/2006 | | S | 4,600 D | 8,363 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|-------|----------|-------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 60.89 | | | |
| Common Stock | 01/11/2006 | | S | 700 | D | \$ 60.9 | 7,663 | D |
| Common Stock | 01/11/2006 | | S | 1,679 | D | \$ 60.95 | 5,984 | 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 required to respond unless the form displays a currently valid OMB control number.

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(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 (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 |
| Stock Options (right to buy) | \$ 24.59 | 01/11/2006 | | M | 3,650 | <u>(2)</u> 10/21/2008 | Common Stock | 3,650 |
| Stock Options (right to buy) | \$ 29.08 | 01/11/2006 | | M | 4,116 | 03/12/2002 06/01/2009 | Common Stock | 4,116 |
| Stock Options (right to buy) | \$ 29.93 | 01/11/2006 | | M | 4,014 | 03/12/2002 06/01/2010 | Common Stock | 4,014 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | X |

REILLY WILLIAM K
600 NORTH DAIRY ASHFORD
HOUSTON, TX 77079

Signatures

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

01/13/2006

__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) Due to a record keeping discrepancy, the reporting person's prior reports included an extra two shares in the total amount of securities beneficially owned. The total amount of securities included in this report reflects that adjustment.
- (2) The stock options became exercisable in three equal annual installments beginning on October 21, 1999.

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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