

FREDERICKSON PHILIP L
 Form 4
 February 07, 2005

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 *
 FREDERICKSON PHILIP L

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)
 02/03/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

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 | 02/03/2005 | | M | 11,575 A \$ 41 | 34,470 | D | |
| Common Stock | 02/03/2005 | | S | 257 D \$ 95.96 | 34,213 | D | |
| Common Stock | 02/03/2005 | | S | 8,881 D \$ 95.85 | 25,332 | D | |
| Common Stock | 02/03/2005 | | F | 1,048 D \$ 95.32 | 24,284 | D | |
| Common Stock | | | | | 279 | I | See footnote ⁽¹⁾ |

| | | | |
|-----------------|-------|---|--------------------------------------|
| Common Stock | 1,299 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 41 | 02/03/2005 | | M | 11,575 | 11/05/1998 01/28/2007 | Common Stock | 11,575 | |
| Stock Options (right to buy) | \$ 95.32 | 02/03/2005 | | A | 1,049 | 08/02/2005 01/28/2007 | Common Stock | 1,049 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| FREDERICKSON PHILIP L 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | Executive Vice President |

Signatures

| | |
|---|------------|
| Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004) | 02/07/2005 |
|---|------------|

__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) Includes 139 shares and 140 shares held as custodian under the Uniform Gifts to Minors Act for the reporting person's minor son and daughter, respectively.

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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