

WADE WILLIAM E JR  
Form 4  
March 19, 2009

**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 \*  
**WADE WILLIAM E JR**

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)  
**03/18/2009**

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	03/18/2009		M		14,425	A	\$ 13.237
Common Stock	03/18/2009		F		5,175	D	\$ 36.9309
Common Stock	03/18/2009		M		5,770	A	\$ 14.4415
Common Stock	03/18/2009		F		2,258	D	\$ 36.9309
Common Stock	03/18/2009		M		5,770	A	\$ 22.864
Common Stock	03/18/2009		F		3,575	D	16,832

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Common Stock					\$ 36.9309			
Common Stock	03/18/2009		M	5,770	A	\$ 16.6528	22,602	D
Common Stock	03/18/2009		F	2,603	D	\$ 36.9309	19,999	D
Common Stock	03/18/2009		M	5,770	A	\$ 34.3454	25,769	D
Common Stock	03/18/2009		F	5,372	D	\$ 36.9309	20,397	D
Common Stock							367	I
								By Wade Family Trust

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 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
Stock Option (right to buy)	\$ 13.237 <u>(1)</u>	03/18/2009		M	14,425	<u>(1)</u> 03/31/2009	Common Stock	14,425
Stock Option (right to buy)	\$ 14.4415 <u>(1)</u>	03/18/2009		M	5,770	<u>(1)</u> 03/31/2009	Common Stock	5,770
Stock Option (right to buy)	\$ 22.864 <u>(1)</u>	03/18/2009		M	5,770	<u>(1)</u> 03/31/2009	Common Stock	5,770

