

TSCHINKEL VICTORIA J
Form 4/A
November 03, 2009

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 *
TSCHINKEL VICTORIA J

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)
01/15/2009

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

HOUSTON, TX 77079

4. If Amendment, Date Original Filed(Month/Day/Year)
02/18/2009

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	01/15/2009		M	1,768 A <u>(1)</u>	1,768 <u>(2)</u>	D	
Common Stock	02/15/2009		M	2,170 A <u>(1)</u>	3,938 <u>(2)</u>	D	
Common Stock					12,820.873 <u>(2)</u>	I	See Footnote <u>(3)</u>
Common Stock					171 <u>(2)</u>	I	See Footnote <u>(4)</u>

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)	8. Amount or Number of Shares
Stock Units	<u>(1)</u>	01/15/2009		M	1,768	01/15/2009 01/15/2009	Common Stock	1,768
Stock Units	<u>(1)</u>	02/15/2009		M	2,170	02/15/2009 02/15/2009	Common Stock	2,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TSCHINKEL VICTORIA J 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079		X		

Chris Wood, Attorney in Fact (by Power of Attorney filed with the Commission on January 20, 2009) 11/03/2009

__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) The Stock Units convert to ConocoPhillips common stock on a 1-for-1 basis.
The reporting person is amending the Form 4 originally filed on February 18, 2009, in order to (1) correct the number of shares of
 - (2) Common Stock beneficially owned following the lapsing of restrictions on the reporting person's Stock Units and (2) report shares of Common Stock held indirectly at the time of such transaction.
 - (3) These shares are held in a joint account with the reporting person's spouse.

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(4) Indirectly owned shares held in daughter's name.

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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