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CARRIG JOHN Form 4	А								
January 04, 2006)								
FORM 4	L								PPROVAL
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(suant to S a) of the I	Section 1 Public U	SECUI 16(a) of th Itility Hol	RITIES ne Securit lding Cor	ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti	Estimated burden hou response	urs per
(Print or Type Respo	onses)								
1. Name and Addre CARRIG JOHN		Person <u>*</u>	Symbol	er Name an COPHIL		C	5. Relationship o Issuer	of Reporting Per eck all applicabl	
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Chi	cek an applicabl	()
600 NORTH DA	AIRY ASHF	ORD	(Month/I 12/30/2	Day/Year) 2005			below)	ve title 109 ve title Oth below) Vice President	% Owner ner (specify
	(Street)			endment, D onth/Day/Yea	-	1	6. Individual or Applicable Line) _X_ Form filed by	One Reporting P	erson
HOUSTON, TX	77079						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D)	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)
Reminder: Report of	n a senarate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly		
Kennider, Keport 0	n a separate nine		ass 01 SEC	unites delle	Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8		Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	ired r osed) r. 3,					(Instr. 5)
			Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/30/2005	А		5.9		(2)	(2)	Common Stock	5.9	\$ 58.2

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CARRIG JOHN A 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079			Vice President	
• •				

Signatures

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 03/01/2004) 01/04/2006

<u>**</u>Signature of Reporting Person

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 shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.

The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of(2) employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date