

BERKSHIRE HATHAWAY INC
Form SC 13G
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. ____)*

ConocoPhillips

(Name of Issuer)

Common Stock

(Title of Class of Securities)

20825C104

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No.

20825C104

13G

Page 2 of 13 Pages

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

84,896,273 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

84,896,273 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

84,896,273 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12 TYPE OF REPORTING PERSON

IN

CUSIP No.

20825C104

13G

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1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

84,896,273 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

84,896,273 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

84,896,273 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12 TYPE OF REPORTING PERSON

HC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

OBH, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

79,896,273 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

79,896,273 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,896,273 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%

12 TYPE OF REPORTING PERSON

HC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

77,896,273 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

77,896,273 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,896,273 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12 TYPE OF REPORTING PERSON

IC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

National Fire & Marine Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

2,000,000 shares of Common Stock

REPORTING

PERSON

7 SOLE DISPOSITIVE POWER

WITH

NONE

8 SHARED DISPOSITIVE POWER

2,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

IC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

6,000,000 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

6,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12 TYPE OF REPORTING PERSON

HC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

6,000,000 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

6,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12 TYPE OF REPORTING PERSON

IC, CO

CUSIP No.

20825C104

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1 NAME OF REPORTING PERSON

General Re Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

5,000,000 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

5,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,000,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

HC, CO

CUSIP No.

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1 NAME OF REPORTING PERSON

General Reinsurance Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

5,000,000 shares of Common Stock

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

NONE

8 SHARED DISPOSITIVE POWER

5,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,000,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

IC, CO

SCHEDULE 13G

Item 1.

(a) Name of Issuer

ConocoPhillips

(b) Address of Issuer's Principal Executive Offices

600 North Dairy Ashford

Houston, TX 77079

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

Warren E. Buffett

1440 Kiewit Plaza

Omaha, Nebraska 68131

United States Citizen

Berkshire Hathaway Inc.

1440 Kiewit Plaza

Omaha, Nebraska 68131

Delaware corporation

OBH, Inc.

1440 Kiewit Plaza

Omaha, Nebraska 68131

Delaware corporation

National Indemnity Company

3024 Harney Street

Omaha, Nebraska 68131

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Nebraska corporation

National Fire & Marine Insurance Company

3024 Harney Street

Omaha, Nebraska 68131

Nebraska corporation

GEICO Corporation

One GEICO Plaza

Washington, DC 20076

Delaware Corporation

Government Employees Insurance Company

One GEICO Plaza

Washington, DC 20076

Maryland Corporation

General Re Corporation

695 East Main Street

Stamford, CT 06904

Delaware Corporation

General Reinsurance Corporation

695 East Main Street

Stamford, CT 06904

Delaware Corporation

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

20825C104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc., OBH, Inc, GEICO Corporation and General Re Corporation are each a Parent Holding Company or Control Person, in accordance with Rule 13d-1(b)(1)(ii)(G).

National Indemnity Company, National Fire & Marine Insurance Company, Government Employees Insurance Company and General Reinsurance Corporation are each an Insurance Company as defined in section 3(a)(19) of the Act.

The Reporting Persons together are a group in accordance with Rule 13d-1(b)(i)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially Owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of Class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 17th day of February, 2009

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC., and
OBH, INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board of each of the above-named
corporations

NATIONAL INDEMNITY COMPANY, NATIONAL
FIRE AND MARINE INSURANCE COMPANY,
GEICO CORPORATION, GOVERNMENT
EMPLOYEES INSURANCE COMPANY, GENERAL
RE CORPORATION, GENERAL REINSURANCE
CORPORATION

By: /s/ Warren E. Buffett
Warren E. Buffett
Attorney-in-Fact

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

OBH, Inc.

GEICO Corporation

General Re Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

National Fire & Marine Insurance Company

Government Employees Insurance Company

General Reinsurance Corporation

Note: No Common Stock of ConocoPhillips is held directly by Berkshire Hathaway Inc. Other than the indirect holdings of Berkshire Hathaway Inc., no Common Stock of ConocoPhillips is held directly or indirectly by Warren E. Buffett, an individual who may be deemed to control Berkshire Hathaway Inc.

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of ConocoPhillips may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 17, 2009

/s/ Warren E. Buffett

Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 17, 2009

/s/ Warren E. Buffett

By: Warren E. Buffett

Title: Chairman of the Board

OBH, Inc.

Dated: February 17, 2009

/s/ Warren E. Buffett

By: Warren E. Buffett

Title: Chairman of the Board

National Indemnity Company

Dated: February 17, 2009

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Title: Chairman of the Board

National Fire & Marine Insurance Company

Dated: February 17, 2009

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Title: Chairman of the Board

GEICO Corporation

Dated: February 17, 2009

/s/ Michael H. Campbell

By: Michael H. Campbell

Title: Vice President

Dated: February 17, 2009

Government Employees Insurance Company

/s/ Michael H. Campbell

By: Michael H. Campbell

Title: Vice President

General Re Corporation

Dated: February 17, 2009

/s/ William Gasdaska

By: William Gasdaska

Title: Vice President

General Reinsurance Corporation

Dated: February 17, 2009

/s/ William Gasdaska

By: William Gasdaska

Title: Vice President