

CONOCOPHILLIPS
Form 4
August 17, 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 *
BERNEY RAND C

(Last) (First) (Middle)

600 NORTH DAIRY ASHFORD

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 08/15/2005 | | M | | 6,824 | A | \$ 17.38 |
| Common Stock | 08/15/2005 | | M | | 4,986 | A | \$ 22.88 |
| Common Stock | 08/15/2005 | | M | | 614 | A | \$ 21.88 |
| Common Stock | 08/15/2005 | | M | | 300 | A | \$ 25.13 |
| Common Stock | 08/15/2005 | | F | | 3,837 | D | \$ 66.08 |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|-----------------------|---|--------------------------------------|
| Common Stock | 08/15/2005 | | I | 13,642 | D | \$ 65.98 | 10,105 ⁽²⁾ | I | By ConocoPhillips Savings Plan |
| Common Stock | 08/15/2005 | | I | 9,127 | D | \$ 65.74 | 978 | 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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(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 Options (right to buy) | \$ 17.38 | 08/15/2005 | | M | 6,824 | 03/12/2002 01/08/2006 | Common Stock | 6,824 |
| Stock Options (right to buy) | \$ 22.88 | 08/15/2005 | | M | 4,986 | 03/12/2002 01/13/2007 | Common Stock | 4,986 |
| Stock Options (right to buy) | \$ 21.88 | 08/15/2005 | | M | 614 | 03/12/2002 02/09/2007 | Common Stock | 614 |
| Stock Options (right to buy) | \$ 25.13 | 08/15/2005 | | M | 300 | 03/12/2002 12/08/2007 | Common Stock | 300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERNEY RAND C 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | | VP and Controller | |

Signatures

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

08/17/2005

__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) On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person as of the date of the transaction reported herein reflects the stock dividend.

(2) On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person through the ConocoPhillips Savings Plan as of the date of the transaction reported herein reflects the stock dividend.

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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