Edgar Filing: MCGRAW HAROLD III - Form 4

MCGRAW HAROI	LD III										
Form 4											
December 02, 2011								0145.4			
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pur	rsuant to S (a) of the I	F CHAN Section 1 Public U	NGES IN SECUI 16(a) of th Juliity Hol	BENE RITIES he Secur lding Co	FICIAL O	WNERSHIP OF ange Act of 1934, t of 1935 or Secti 1940	Expires: Estimated burden hou response	urs per		
(Print or Type Response	es)										
1. Name and Address o MCGRAW HARO		Person <u>*</u>	Symbol	er Name an COPHIL		-	5. Relationship Issuer	of Reporting Per	rson(s) to		
(Last) (Fir	rst) (I	Middle)		of Earliest T	-	-	(Cho	eck all applicabl	e)		
600 NORTH DAIR	RY ASHF	ORD	(Month/1 11/30/2	Day/Year) 2011			X Director Officer (giv below)	we title $\frac{109}{\text{below}}$ Otherwise $\frac{109}{109}$	% Owner ner (specify		
(Stra HOUSTON, TX 77				endment, D onth/Day/Yea	-	nal	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson		
(City) (Sta	ite)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
	action Date Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3)	d (A) or d of (D) , 4 and 5) (A) or	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)		
Reminder: Report on a s	separate line	e for each cla	ass of sec	urities bene	ficially ov	wned directly	or indirectly.				
					infor requ	mation con ired to resp lays a curre	spond to the collect tained in this forn ond unless the fo ently 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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	Derivative Security				Acqui (A) or Dispo of (D) (Instr. and 5)	sed 3, 4,					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	11/30/2011	А		142		(2)	(2)	Common Stock	142	\$ 70.6

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
MCGRAW HAROLD III 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Х			
Signatures				

Signatures

Michael L. Riggs, Attorney in Fact (By Power of Attorney filed with the Commission on February 2, 2010)

<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 stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- (2) The reporting person has elected to receive payment as a lump sum six months following separation from service, which election may be changed by the reporting person to provide for deferred payments.

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.

12/02/2011

Date