

CONOCOPHILLIPS
Form S-8 POS
June 23, 2010

As filed with the Securities and Exchange Commission on June 23, 2010

Registration No. 333-116216

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 3
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

01-0562944

(I.R.S. Employer
Identification No.)

**600 North Dairy Ashford
Houston, Texas**

(Address of Principal Executive Offices)

77079

(Zip Code)

2004 Omnibus Stock and Performance Incentive Plan of ConocoPhillips

ConocoPhillips Savings Plan

ConocoPhillips Store Savings Plan

(Full title of the plans)

Janet Langford Kelly

Senior Vice President, Legal,

General Counsel and Corporate Secretary

600 North Dairy Ashford

Houston, Texas 77079

(Name and address of agent for service)

(281) 293-1000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting
company

(do not check if a smaller
reporting company)

EXPLANATORY NOTE

ConocoPhillips (the Registrant) filed (i) a Registration Statement on Form S-8 on June 4, 2004 (Registration No. 333-116216) (the Registration Statement); (ii) a Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 on April 26, 2005; and (iii) a Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 on May 18, 2009; to register shares of the Registrant s common stock, par value \$.01 per share (the Common Stock), for issuance pursuant to the 2004 Omnibus Stock and Performance Incentive Plan of ConocoPhillips, the ConocoPhillips Savings Plan, and the ConocoPhillips Store Savings Plan.

Since the filing of the Registration Statement, the ConocoPhillips Store Savings Plan has been merged with and into the ConocoPhillips Savings Plan. As a result, the ConocoPhillips Store Savings Plan is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the ConocoPhillips Store Savings Plan.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 3 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of Common Stock issuable under the ConocoPhillips Store Savings Plan that remain unissued and unsold under the Registration Statement as of the date hereof. The Registration Statement otherwise continues in effect as to the shares of Common Stock remaining available for offer or sale under the 2004 Omnibus Stock and Performance Incentive Plan and the ConocoPhillips Savings Plan pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 23, 2010.

CONOCOPHILLIPS

By: *
Sigmund L. Cornelius
Senior Vice President, Finance
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 23, 2010.

| SIGNATURE | TITLE |
|---------------------------|--|
| * James J. Mulva | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| * Sigmund L. Cornelius | Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer) |
| * Glenda M. Schwarz | Vice President and Controller (Principal Accounting Officer) |

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| SIGNATURE | TITLE |
|------------------------|----------|
| * | Director |
| Richard L. Armitage | |
| * | Director |
| Richard H. Auchinleck | |
| * | Director |
| James E. Copeland, Jr. | |
| * | Director |
| Kenneth M. Duberstein | |
| * | Director |
| Ruth R. Harkin | |
| * | Director |
| Harold W. McGraw III | |
| /s/ Robert A. Niblock | Director |
| Robert A. Niblock | |
| * | Director |
| Harald J. Norvik | |
| * | Director |
| William K. Reilly | |
| * | Director |
| Bobby S. Shackouls | |
| * | Director |
| Victoria J. Tschinkel | |
| * | Director |

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Kathryn C. Turner

*

Director

William E. Wade, Jr.

* By: /s/ Janet Langford Kelly
Janet Langford Kelly
Attorney-in-Fact

ConocoPhillips Savings Plan and ConocoPhillips Store Savings Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ConocoPhillips Store Savings Plan) have duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on behalf of the ConocoPhillips Savings Plan and the ConocoPhillips Store Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 23, 2010.

CONOCOPHILLIPS SAVINGS PLAN
CONOCOPHILLIPS STORE SAVINGS PLAN
(Plan)

By: /s/ Frances M. Vallejo
Name: Frances M. Vallejo
Title: Administrator

EXHIBIT INDEX

| Exhibit Number | Document Description |
|-----------------------|--|
| 24.1 | Powers of Attorney (included on the signature page to Post Effective Amendment No. 2 to the Registration Statement filed on May 18, 2009 (File No. 333-116216)). |
| 24.2* | Power of Attorney, dated June 23, 2010, for Mr. Robert A. Niblock |

* Filed herewith