

Phillips 66  
Form 4  
May 02, 2012

**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  
**CONOCOPHILLIPS**

2. Issuer Name and Ticker or Trading Symbol  
**Phillips 66 [PSX]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
**600 N. DAIRY ASHFORD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/30/2012**

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**HOUSTON, TX 77079**  
  
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2012		J <sup>(1)</sup>		625,272,202	A	\$ 0
Common Stock	04/30/2012		J <sup>(2)</sup>		625,272,302	D	\$ 0

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)**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONOCOPHILLIPS 600 N. DAIRY ASHFORD HOUSTON, TX 77079		X		

## Signatures

Nathan P. Murphy, Assistant Secretary  
 Date: 05/02/2012

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).

In connection with the spin off of Phillips 66 by ConocoPhillips and pursuant to the terms and conditions of the Separation and Distribution Agreement by and between ConocoPhillips and Phillips 66 dated April 26, 2012 (the "Separation Agreement"), (1) ConocoPhillips received 625,272,202 shares of Phillips 66 common stock which, when combined with the 100 shares held by ConocoPhillips prior thereto, equals the number of Phillips 66 shares of common stock distributed by ConocoPhillips in the Distribution, as such term is defined in the Separation Agreement.

In connection with the spin off of Phillips 66 by ConocoPhillips and pursuant to the terms and conditions of the Separation Agreement, ConocoPhillips effected the Distribution, as such term is defined in the Separation Agreement, on April 30, 2012, and caused to be (2) distributed to each holder of record of ConocoPhillips common stock as of April 16, 2012, the record date, by means of a pro-rata distribution, one share of Phillips 66 common stock for every two shares of ConocoPhillips common stock held of record by such holder as of the record date.

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.