## Edgar Filing: Taylor Timothy Garth - Form 4

Taylor Timothy Ga Form 4 May 08, 2012	rth									
									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	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								January 31, 2005 average Jrs per . 0.5	
(Print or Type Response	es)									
1. Name and Address of Reporting Person <u>*</u> Taylor Timothy Garth			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
HOUSTON, TX 7	7079						Person	More than One R	eporting	
(City) (Sta	ate) (2	Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
		2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr. 8)		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a	separate line f	for each cla	ss of seci	urities bene	ficially owr	ed directly	or indirectly.			
					Person inform require	ns who restation cont ed to respo ys a curre	spond to the colle ained in this form ond unless the for ntly 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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

## Edgar Filing: Taylor Timothy Garth - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	ĺ	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.03	05/04/2012		J <u>(1)</u>		77,260		<u>(2)</u>	02/09/2022	Common Stock	77,260

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
i o	Director	10% Owner	Officer	Other	
Taylor Timothy Garth 600 N. DAIRY ASHFORD HOUSTON, TX 77079			Executive Vice President		
Signatures					
Grant F. Adamson, Attorney-in-Fact		05/08/2012	2		
**Signature of Reporting Person		Date			
Evenlay attack of Da					

## **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 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The

- (1) adjusted so that the holders hold vested stock options to purchase both Phillips of common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.
- (2) Vest in three equal annual installments beginning February 9, 2013.

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.