Maxwell Gregory Gene Form 4 February 04, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number: January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

0.5

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Maxwell Gregory Gene			2. Issuer Name and Ticker or Trading Symbol Phillips 66 [PSX]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
3010 BRIARPARK DRIVE			(Month/Day/Year) 02/01/2013				_	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
(Street)			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON	N, TX 77042						_	X_Form filed by Or Form filed by Mo erson			
(City)	(State)	(Zip)	Tak	ole I - Non-	-Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 3 (A) or	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)	
Common Stock	02/01/2013			M	Amount 16,239	(D)	Price \$ 32.5075	16,239	D		
Common Stock	02/01/2013			F	4,464	D	\$ 62.235	11,775	D		
Common Stock								855.855 <u>(1)</u>	I	By Phillips 66	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Savings Plan

Edgar Filing: Maxwell Gregory Gene - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	5. Number of or 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. H Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (2)	\$ 32.5075 (3)	02/01/2013		M	16,239	02/01/2013	<u>(4)</u>	Common Stock	16,239	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Maxwell Gregory Gene 3010 BRIARPARK DRIVE HOUSTON, TX 77042

Chief Financial Officer

Signatures

Grant F. Adamson, Attorney in Fact (By Power of Attorney filed with the Commission on April 12, 2012)

02/04/2013

**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) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.
- On February 1, 2013, the restrictions on the Stock Units lapsed and these Stock Units converted to shares of Common Stock on a 1-for-1 **(2)** basis.
- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips Stock Units were adjusted so that holders hold Stock Units for both Phillips 66 common stock and ConocoPhillips common stock. Phillips 66 and ConocoPhillips stock units received, wheen combined, will generally perserve the intrinsic value of each original stock unit.
- (4) These Stock Units do not have an expiration 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.

Reporting Owners 2