

CONOCOPHILLIPS  
Form 8-K  
May 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 9, 2012

**ConocoPhillips**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32395**  
(Commission  
File Number)

**01-0562944**  
(I.R.S. Employer  
Identification No.)

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600 North Dairy Ashford

Houston, Texas 77079

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 293-1000

n/a

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

ConocoPhillips held its annual stockholders meeting on May 9, 2012. A brief description of each proposal and the voting results are summarized below.

A Company proposal to elect 9 directors:

|                        | Number of Shares |               |             |                 |
|------------------------|------------------|---------------|-------------|-----------------|
|                        | Voted For        | Voted Against | Abstentions | Broker Nonvotes |
| Richard L. Armitage    | 845,758,358      | 36,325,745    | 2,921,055   | 196,357,925     |
| Richard H. Auchinleck  | 846,416,528      | 35,602,116    | 2,986,514   | 196,357,925     |
| James E. Copeland, Jr. | 842,914,182      | 39,094,696    | 2,996,280   | 196,357,925     |
| Ryan M. Lance          | 858,229,188      | 24,201,041    | 2,574,929   | 196,357,925     |
| Mohd. H. Marican       | 864,637,712      | 17,074,861    | 3,292,585   | 196,357,925     |
| Robert A. Niblock      | 840,684,165      | 41,226,340    | 3,094,653   | 196,357,925     |
| Harald J. Norvik       | 841,011,810      | 41,068,696    | 2,924,652   | 196,357,925     |
| William K. Reilly      | 841,468,996      | 40,287,018    | 3,249,144   | 196,357,925     |
| William E. Wade, Jr.   | 775,378,548      | 106,442,363   | 3,184,247   | 196,357,925     |

A Company proposal to ratify the appointment of Ernst & Young LLP as ConocoPhillips independent registered public accounting firm for 2012:

|  | Number of Shares |               |             |                 |
|--|------------------|---------------|-------------|-----------------|
|  | Voted For        | Voted Against | Abstentions | Broker Nonvotes |
| Ratification of Appointment of Ernst & Young LLP as ConocoPhillips Independent Registered Public Accounting Firm | 975,105,397      | 103,999,069   | 2,258,617   |                 |

A Company proposal for stockholders to provide an advisory approval of the compensation of our Named Executive Officers:

|   | Number of Shares |               |             |                 |
|---|------------------|---------------|-------------|-----------------|
|   | Voted For        | Voted Against | Abstentions | Broker Nonvotes |
| Advisory Approval of the Compensation of our Named Executive Officers | 708,776,870      | 171,094,803   | 5,133,485   | 196,357,925     |

Stockholder proposals relating to the following matters:

|   | Number of Shares |               |             |                 |
|---|------------------|---------------|-------------|-----------------|
|   | Voted For        | Voted Against | Abstentions | Broker Nonvotes |
| Company Environmental Policy (Louisiana Wetlands) | 48,753,801       | 723,719,959   | 112,531,398 | 196,357,925     |
| Accident Risk Mitigation                          | 61,671,382       | 706,578,985   | 116,754,791 | 196,357,925     |
| Report on Grassroots Lobbying Expenditures        | 195,801,453      | 584,169,681   | 105,034,024 | 196,357,925     |
| Greenhouse Gas Reduction Targets                  | 201,293,573      | 543,431,482   | 140,220,356 | 196,357,925     |
| Gender Expression Non-Discrimination              | 229,325,219      | 507,099,963   | 148,520,229 | 196,357,925     |

All 9 nominated directors were elected and the appointment of the independent auditors was ratified. The compensation of the Company's named executive officers in 2011 was approved and the five stockholder proposals presented were not approved.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 14, 2012

**CONOCOPHILLIPS**

/s/ Janet Langford Kelly  
*Janet Langford Kelly*  
Senior Vice President, Legal,  
General Counsel and Corporate Secretary