

CONOCOPHILLIPS CO  
Form FWP  
December 05, 2012

Filed Pursuant to Rule 433

Registration Statement Nos. 333-179626, 333-179626-03

December 4, 2012

**PRICING TERM SHEET**

**Issuer:** ConocoPhillips Company

**Guarantor:** ConocoPhillips

**Ratings\*:** A1 (Moody's); A (S&P); A (Fitch)

**Issue of Securities:** 1.05% Notes due 2017

**Principal Amount:** \$1,000,000,000

**Coupon:** 1.05%

**Interest Payment Dates:** Semi-annually on June 15 and December 15, commencing on June 15, 2013

**Maturity Date:** December 15, 2017

**Treasury Benchmark:** 0.625% due November 30, 2017

**U.S. Treasury Yield:** 0.627%

**Spread to Treasury:** +47 bps

**Re-offer Yield:** 1.097%

**Initial Price to Public:** 99.771%

**Optional Redemption:** At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date. On or after November 15, 2017 (the date that is 1 month prior to the maturity date of the notes), at an amount equal to the principal amount of the notes redeemed, plus accrued but unpaid interest thereon to the redemption date.

**Make-Whole Premium:** +10 bps

**Settlement Date:** December 7, 2012

**CUSIP/ISIN:** 20826F AB2/US20826FAB22

**Denomination:** \$2,000 and increments of \$1,000 in excess thereof

**Joint Book-Running Managers:** RBS Securities Inc.  
Barclays Capital Inc.  
Merrill Lynch, Pierce, Fenner & Smith

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Incorporated  
J.P. Morgan Securities LLC  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
DNB Markets, Inc.  
Mitsubishi UFJ Securities (USA), Inc.

**Co-Managers:** BNP Paribas Securities Corp.  
Credit Agricole Securities (USA) Inc.  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
HSBC Securities (USA) Inc.  
Lloyds Securities Inc.  
Mizuho Securities USA Inc.  
RBC Capital Markets, LLC  
SMBC Nikko Capital Markets Limited  
SG Americas Securities, LLC  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

**Concurrent Offerings:** The Issuer is also offering \$1,000,000,000 of its 2.40% Notes due 2022.

\* *Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling RBS Securities Inc. toll-free at 1-866-884-2071, Barclays Capital Inc. toll-free at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or J.P. Morgan Securities LLC collect at 1-212-834-4533.

<b>Issuer:</b>	ConocoPhillips Company
<b>Guarantor:</b>	ConocoPhillips
<b>Ratings*:</b>	A1 (Moody's); A (S&P); A (Fitch)
<b>Issue of Securities:</b>	2.40% Notes due 2022
<b>Principal Amount:</b>	\$1,000,000,000
<b>Coupon:</b>	2.40%
<b>Interest Payment Dates:</b>	Semi-annually on June 15 and December 15, commencing on June 15, 2013
<b>Maturity Date:</b>	December 15, 2022
<b>Treasury Benchmark:</b>	1.625% due November 15, 2022
<b>U.S. Treasury Yield:</b>	1.611%
<b>Spread to Treasury:</b>	+80 bps
<b>Re-offer Yield:</b>	2.411%
<b>Initial Price to Public:</b>	99.902%
<b>Optional Redemption:</b>	At any time for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date. On or after September 15, 2022 (the date that is 3 months prior to the maturity date of the notes), at an amount equal to the principal amount of the notes redeemed, plus accrued but unpaid interest thereon to the redemption date.
<b>Make-Whole Premium:</b>	+15 bps
<b>Settlement Date:</b>	December 7, 2012
<b>CUSIP/ISIN:</b>	20826F AA4/US20826FAA49
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	RBS Securities Inc. Barclays Capital Inc. Merrill Lynch, Pierce, Fenner & Smith  Incorporated J.P. Morgan Securities LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc. DNB Markets, Inc. Mitsubishi UFJ Securities (USA), Inc.

**Co-Managers:** BNP Paribas Securities Corp.  
Credit Agricole Securities (USA) Inc.  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
HSBC Securities (USA) Inc.  
Lloyds Securities Inc.  
Mizuho Securities USA Inc.  
RBC Capital Markets, LLC  
SMBC Nikko Capital Markets Limited  
SG Americas Securities, LLC  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.

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