

BERRY WILLIAM B
Form 4
December 15, 2004

FORM 4

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

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
BERRY WILLIAM B			CONOCOPHILLIPS [COP]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
600 NORTH DAIRY ASHFORD			12/13/2004	Executive Vice President
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
HOUSTON, TX 77079				
(City)	(State)	(Zip)		

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) (A) or (D)	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)
			Code	V	Amount	Price	
Common Stock	12/13/2004		M		2,605	\$ 43.35	27,791 D
Common Stock	12/13/2004		M		474	\$ 43.85	28,265 D
Common Stock	12/13/2004		M		1,981	\$ 45.75	30,246 D
Common Stock	12/13/2004		M		7,364	\$ 46.29	37,610 D
Common Stock	12/13/2004		M		3,020	\$ 46.88	40,630 D

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Common Stock	12/13/2004		F	8,291	D	\$ 85.22	32,339	D	
Common Stock							23,666	I	By ConocoPhillips Savings Plan

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)

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 (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. Amount or Number of Shares
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 43.35	12/13/2004		M		2,605	08/30/2002 01/02/2008	Common Stock	2,605
Stock Options (right to buy)	\$ 43.85	12/13/2004		M		474	08/30/2002 07/14/2007	Common Stock	474
Stock Options (right to buy)	\$ 45.75	12/13/2004		M		1,981	08/30/2002 01/03/2007	Common Stock	1,981
Stock Options (right to buy)	\$ 46.29	12/13/2004		M		7,364	08/30/2002 10/12/2008	Common Stock	7,364
Stock Options (right to buy)	\$ 46.88	12/13/2004		M		3,020	08/30/2002 10/11/2009	Common Stock	3,020

