

CONOCOPHILLIPS CO  
Form FWP  
May 05, 2008

**Filed Pursuant to Rule 433**  
**Registration Statement Nos. 333-133363**  
**333-133363-03**  
**May 5, 2008**

**PRICING TERM SHEET**

<b>Issuer:</b>	ConocoPhillips
<b>Guarantor:</b>	ConocoPhillips Company
<b>Ratings:</b>	A1 (Moody's); A (S&P); A (Fitch)
<b>Issue of Securities:</b>	4.40% Notes due 2013
<b>Principal Amount:</b>	\$400,000,000
<b>Coupon:</b>	4.40%
<b>Interest Payment Dates:</b>	Semi-annually on May 15 and November 15, commencing on November 15, 2008
<b>Maturity:</b>	May 15, 2013
<b>Treasury Benchmark:</b>	3.125% due April, 2013
<b>U.S. Treasury Price:</b>	99-30
<b>U.S. Treasury Yield:</b>	3.139%
<b>Spread to Treasury:</b>	1.300%
<b>Re-offer Yield:</b>	4.439%
<b>Initial Price to Public:</b>	per Note: 99.825%; Total: \$399,300,000
<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.
<b>Make-Whole Premium:</b>	T + 20 bps
<b>Settlement Date:</b>	May 8, 2008
<b>Joint Book-Runners:</b>	Citigroup Global Markets Inc. (\$52,000,000) Greenwich Capital Markets, Inc. (\$52,000,000) J.P. Morgan Securities Inc. (\$52,032,000)
<b>Co-Managers:</b>	Banc of America Securities LLC (\$52,000,000)

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Barclays Capital Inc. (\$52,000,000)  
BNP Paribas Securities Corp. (\$11,664,000)  
Calyon Securities (USA) Inc. (\$11,664,000)  
Credit Suisse Securities (USA) LLC (\$11,664,000)  
Daiwa Securities America Inc. (\$11,664,000)  
Deutsche Bank Securities Inc. (\$11,664,000)  
DnB NOR Markets, Inc. (\$11,664,000)  
HSBC Securities (USA) Inc. (\$11,664,000)  
ING Financial Markets LLC (\$11,664,000)  
Mitsubishi UFJ Securities International plc (\$11,664,000)  
Mizuho Securities USA Inc. (\$11,664,000)  
SG Americas Securities, LLC (\$11,664,000)  
UBS Securities LLC (\$11,664,000)

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 Citigroup Global Markets Inc. toll-free at 1-800-831-9146 or by calling Greenwich Capital Markets, Inc. toll-free at 1-866-884-2071.

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**Issuer:** ConocoPhillips

**Guarantor:** ConocoPhillips Company

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

**Issue of Securities:** 5.20% Notes due 2018

**Principal Amount:** \$500,000,000

**Coupon:** 5.20%

**Interest Payment Dates:** Semi-annually on May 15 and November 15, commencing on November 15, 2008

**Maturity:** May 15, 2018

**Treasury Benchmark:** 3.500% due February, 2018

**U.S. Treasury Price:** 97-05

**U.S. Treasury Yield:** 3.851%

**Spread to Treasury:** 1.350%

**Re-offer Yield:** 5.201%

**Initial Price to Public:** per Note: 99.991%; Total: \$499,955,000

**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.

**Make-Whole Premium:** T + 20 bps

**Settlement Date:** May 8, 2008

**Joint Book-Runners:** Citigroup Global Markets Inc. (\$65,000,000)  
Greenwich Capital Markets, Inc. (\$65,000,000)  
Banc of America Securities LLC (\$65,040,000)

**Co-Managers:** Barclays Capital Inc. (\$65,000,000)  
J.P. Morgan Securities Inc. (\$65,000,000)  
BNP Paribas Securities Corp. (\$14,580,000)  
Calyon Securities (USA) Inc. (\$14,580,000)  
Credit Suisse Securities (USA) LLC (\$14,580,000)  
Daiwa Securities America Inc. (\$14,580,000)

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Deutsche Bank Securities Inc. (\$14,580,000)  
DnB NOR Markets, Inc. (\$14,580,000)  
HSBC Securities (USA) Inc. (\$14,580,000)  
ING Financial Markets LLC (\$14,580,000)  
Mitsubishi UFJ Securities International plc (\$14,580,000)  
Mizuho Securities USA Inc. (\$14,580,000)  
SG Americas Securities, LLC (\$14,580,000)  
UBS Securities LLC (\$14,580,000)

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**Issuer:** ConocoPhillips

**Guarantor:** ConocoPhillips Company

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

**Issue of Securities:** 5.90% Notes due 2038

**Principal Amount:** \$600,000,000

**Coupon:** 5.90%

**Interest Payment Dates:** Semi-annually on May 15 and November 15, commencing on November 15, 2008

**Maturity:** May 15, 2038

**Treasury Benchmark:** 5.000% due May, 2037

**U.S. Treasury Price:** 106-24

**U.S. Treasury Yield:** 4.577%

**Spread to Treasury:** 1.350%

**Re-offer Yield:** 5.927%

**Initial Price to Public:** per Note: 99.622%; Total: \$597,732,000

**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.

**Make-Whole Premium:** T + 20 bps

**Settlement Date:** May 8, 2008

**Joint Book-Runners:** Citigroup Global Markets Inc. (\$78,000,000)  
Greenwich Capital Markets, Inc. (\$78,000,000)  
Barclays Capital Inc. (\$78,048,000)

**Co-Managers:** Banc of America Securities LLC (\$78,000,000)  
J.P. Morgan Securities Inc. (\$78,000,000)  
BNP Paribas Securities Corp. (\$17,496,000)  
Calyon Securities (USA) Inc. (\$17,496,000)  
Credit Suisse Securities (USA) LLC (\$17,496,000)  
Daiwa Securities America Inc. (\$17,496,000)

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Deutsche Bank Securities Inc. (\$17,496,000)  
DnB NOR Markets, Inc. (\$17,496,000)  
HSBC Securities (USA) Inc. (\$17,496,000)  
ING Financial Markets LLC (\$17,496,000)  
Mitsubishi UFJ Securities International plc (\$17,496,000)  
Mizuho Securities USA Inc. (17,496,000)  
SG Americas Securities, LLC (\$17,496,000)  
UBS Securities LLC (\$17,496,000)

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