

CONOCOPHILLIPS  
Form DEFA14A  
March 28, 2016

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

**SCHEDULE 14A Information**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:































**Transcript of  
Annual Meeting Website Welcome Video by  
Ryan Lance, Chairman and Chief Executive Officer of  
ConocoPhillips**

Hello, I'm Ryan Lance, Chairman and CEO of ConocoPhillips. Welcome to our annual meeting of stockholders website.

This site was developed to provide our stockholders with clear and concise information. We hope you'll use it to learn more about our company, vote your proxy and listen to the live audio webcast of our annual meeting on Tuesday, May 10th.

The 2016 Proxy Statement details the matters to be discussed at the meeting. It also provides further information on ConocoPhillips, our senior leadership, policies and the measures we take to provide shareholders with good corporate governance.

Whether or not you plan to attend our annual meeting, please make sure that your shares are represented and voted. This website provides a voting link to easily register your votes before the meeting. I encourage you to do so as soon as possible.

For the past 18 months, our industry has faced significant challenges from a historic downturn in oil and natural gas prices. We have taken numerous actions to address the weak environment, which have focused on protecting our balance sheet and our asset base without compromising safety. Our actions have included exercising capital flexibility, lowering our cost structure, driving efficiency by streamlining our organization, selling non-core assets, reducing our dividend and issuing prudent levels of debt.

In an industry where we can't control prices, it's essential that we focus on the factors we can control, and that's how we have responded. We don't know when a recovery will occur, but when it does, we believe ConocoPhillips will be in an advantaged position because of our high-quality portfolio and our focus on preserving our financial strength.

I invite you to attend our annual meeting in person to learn more about our 2015 performance and future plans. The annual meeting will take place at the Omni Houston Hotel at Westside on Tuesday, May 10th, 2016, at 9 a.m. Central Time. You'll find the hotel's address and directions on this site.

If you cannot attend, I encourage you to listen to the live audio webcast, which will also be available on this website. Your vote is very important to us, and to our business. Please cast your vote to ensure your shares are represented. Thank you for your continued trust and confidence in ConocoPhillips.



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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Thursday, March 17, 2016 3:24 PM  
**To:** Berkowitz, Rebecca x56976  
**Subject:** #CONPHIL16# CONOCOPHILLIPS Annual Meeting  
%P72314\_0\_0123456789012345\_0000001%

The 2016 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2016 at 9:00 a.m. Central Time at the Omni Houston Hotel at Westside in Houston, Texas. You will need a valid picture identification and an admission ticket or proof of ownership to be admitted to the meeting. THIS WILL SERVE AS AN ADMISSION TICKET.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) OR (ii) you are an employee stockholder to whom we may provide electronic copies of such materials. We are, therefore, pleased to provide you with these materials as well as an opportunity to vote your proxy electronically. Electronic voting is fast and simple and saves our Company money by reducing mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. For most stockholders, internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 9, 2016.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Thursday, March 17, 2016 3:25 PM  
**To:** Berkowitz, Rebecca x56976  
**Subject:** #COPACT16# CONOCOPHILLIPS Annual Meeting  
%Z67070\_0\_0123456789012345\_0000001%

The email below contains a control number which will allow you to act as a fiduciary and direct voting for unvoted shares of ConocoPhillips stock held in the ConocoPhillips Savings Plan.

The 2016 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2016 at 9:00 a.m. Central Time at the Omni Houston Hotel at Westside in Houston, Texas. You will need a valid picture identification and an admission ticket or proof of ownership to be admitted to the meeting. THIS WILL SERVE AS AN ADMISSION TICKET.

We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

Notice of Fiduciary Vote- As an active employee participating in the Savings Plan you may (and by voting using the control number below, you will) direct Vanguard Fiduciary Trust Company, the Trustee of the Savings Plan, to vote a pro rata portion of all shares of stock representing the interests of Savings Plan participants who fail to give voting direction to the Trustee for the May 10, 2016 Annual Meeting of Stockholders. By electing to direct the Trustee's vote of shares which do not represent your interest in the Savings Plan, you become a fiduciary of the Savings Plan for voting such shares and you must act in the best interest of all participants of the Savings Plan. Fiduciary duties are described further in the Savings Plan Summary Plan Description.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

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Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 5, 2016.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Thursday, March 17, 2016 3:26 PM  
**To:** Berkowitz, Rebecca x56976  
**Subject:** #COPNON16# CONOCOPHILLIPS Annual Meeting  
%Z67071\_0\_0123456789012345\_0000001%

The email below contains a control number which will allow you to direct voting for shares of ConocoPhillips stock in the ConocoPhillips Savings Plan.

The 2016 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2016 at 9:00 a.m. Central Time at the Omni Houston Hotel at Westside in Houston, Texas. You will need a valid picture identification and an admission ticket or proof of ownership to be admitted to the meeting. THIS WILL SERVE AS AN ADMISSION TICKET.

As a participant in the Savings Plan, you may direct Vanguard Fiduciary Trust Company, the Trustee of the Savings Plan, to vote the shares of ConocoPhillips Common Stock representing your interest as of March 14, 2016, the record date for the 2016 Annual Meeting of Stockholders. We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

CONTROL NUMBER: 0123456789012345

NAME

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| CONOCOPHILLIPS - COP LEVERAGED STOCK   | 123,456,789,012.00000 |
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| CONOCOPHILLIPS | 123,456,789,012.00000 |

PERSONAL IDENTIFICATION NUMBER (PIN): last four digits of your social security number

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will generally be accepted until 11:59 p.m. (EDT) on May 5, 2016.

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**From:** SPECIMEN <id@ProxyVote.com>  
**Sent:** Thursday, March 17, 2016 3:27 PM  
**To:** Berkowitz, Rebecca x56976  
**Subject:** #COPINT16# CONOCOPHILLIPS Annual Meeting  
%Z67073\_0\_0123456789012345\_0000001%

The 2016 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2016 at 9:00 a.m. Central Time at the Omni Houston Hotel at Westside in Houston, Texas. You will need a valid picture identification and an admission ticket or proof of ownership to be admitted to the meeting. THIS WILL SERVE AS AN ADMISSION TICKET.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) OR (ii) you are an employee stockholder to whom we may provide electronic copies of such materials. We are, therefore, pleased to provide you with these materials as well as an opportunity to vote your proxy electronically. Electronic voting is fast and simple and saves our Company money by reducing mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER and PERSONAL IDENTIFICATION NUMBER (PIN) to vote.

CONTROL NUMBER: 0123456789012345

PERSONAL IDENTIFICATION NUMBER (PIN): the four digit number you selected at the time of your enrollment.

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

Voting will be accepted until 11:59 p.m. (EDT) on May 3, 2016.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.