

Mandell Brian
 Form 3
 August 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mandell Brian		(Month/Day/Year)	Phillips 66 [PSX]	
(Last)	(First)	(Middle)	08/01/2018	
2331 CITYWEST BLVD.		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
HOUSTON,Â TXÂ 77042		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,035.512 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/03/2025	Common Stock	3,000	\$ 74.135	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/02/2026	Common Stock	9,800	\$ 78.62	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/07/2027	Common Stock	14,100	\$ 78.475	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/06/2028	Common Stock	12,100	\$ 94.85	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandell Brian 2331 CITYWEST BLVD. HOUSTON, TX 77042	Â	Â	Â Senior Vice President	Â

Signatures

Amanda K. Maki, as
Attorney-in-Fact

08/07/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes 9,328 restricted stock units (RSUs) - 2,522 RSUs that vest on February 2, 2019; 3,642 RSUs that vest on February 7, 2020; and 3,164 RSUs that vest on February 6, 2021.
- (2) The stock options become exercisable in three equal annual installments beginning February 3, 2016.
- (3) The stock options become exercisable in three equal annual installments beginning February 2, 2017.
- (4) The stock options become exercisable in three equal annual installments beginning February 7, 2018.
- (5) The stock options become exercisable in three equal annual installments beginning February 6, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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