

CONOCOPHILLIPS  
Form FWP  
November 07, 2014

Filed Pursuant to Rule 433

Registration Statement Nos. 333-196348, 333-196348-03

November 6, 2014

**PRICING TERM SHEET**

<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>	2.875% Notes due 2021
<b>Principal Amount:</b>	\$750,000,000
<b>Coupon:</b>	2.875%
<b>Interest Payment Dates:</b>	Semi-annually on May 15 and November 15, commencing on May 15, 2015
<b>Maturity Date:</b>	November 15, 2021
<b>Treasury Benchmark:</b>	2.000% due October 31, 2021
<b>U.S. Treasury Yield:</b>	2.099%
<b>Spread to Treasury:</b>	+78 bps
<b>Re-offer Yield:</b>	2.879%
<b>Initial Price to Public:</b>	99.975%
<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, 2021 (the date that is 2 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>	12.5 bps
<b>Settlement Date:</b>	November 12, 2014
<b>CUSIP/ISIN:</b>	20826F AE6 / US20826FAE60
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	RBS Securities Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Citigroup Global Markets Inc.

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Credit Suisse Securities (USA) LLC

BNP Paribas Securities Corp.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Mitsubishi UFJ Securities (USA) Inc.

**Co-Managers:**

Banca IMI S.p.A.  
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DNB Markets, Inc.  
Lloyds Securities Inc.  
Mizuho Securities USA Inc.  
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SG Americas Securities, LLC  
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Morgan Stanley & Co. LLC

*\* 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, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Citigroup Global Markets Inc. toll-free at 1-800-831-9146 or Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.

<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>	3.350% Notes due 2024
<b>Principal Amount:</b>	\$1,000,000,000
<b>Coupon:</b>	3.350%
<b>Interest Payment Dates:</b>	Semi-annually on May 15 and November 15, commencing on May 15, 2015
<b>Maturity Date:</b>	November 15, 2024
<b>Treasury Benchmark:</b>	2.375% due August 15, 2024
<b>U.S. Treasury Yield:</b>	2.391%
<b>Spread to Treasury:</b>	+98 bps
<b>Re-offer Yield:</b>	3.371%
<b>Initial Price to Public:</b>	99.823%
<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 August 15, 2024 (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>	November 12, 2014
<b>CUSIP/ISIN:</b>	20826F AD8 / US20826FAD87
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	RBS Securities Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  BNP Paribas Securities Corp.  HSBC Securities (USA) Inc.  J.P. Morgan Securities LLC  Mitsubishi UFJ Securities (USA) Inc.

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<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>	4.150% Notes due 2034
<b>Principal Amount:</b>	\$500,000,000
<b>Coupon:</b>	4.150%
<b>Interest Payment Dates:</b>	Semi-annually on May 15 and November 15, commencing on May 15, 2015
<b>Maturity Date:</b>	November 15, 2034
<b>Treasury Benchmark:</b>	3.375% due May 15, 2044
<b>U.S. Treasury Yield:</b>	3.103%
<b>Spread to Treasury:</b>	+105 bps
<b>Re-offer Yield:</b>	4.153%
<b>Initial Price to Public:</b>	99.959%
<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 May 15, 2034 (the date that is 6 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>	20 bps
<b>Settlement Date:</b>	November 12, 2014
<b>CUSIP/ISIN:</b>	20826F AF3 / US20826FAF36
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	RBS Securities Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  BNP Paribas Securities Corp.  HSBC Securities (USA) Inc.  J.P. Morgan Securities LLC  Mitsubishi UFJ Securities (USA) Inc.

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<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>	4.300% Notes due 2044
<b>Principal Amount:</b>	\$750,000,000
<b>Coupon:</b>	4.300%
<b>Interest Payment Dates:</b>	Semi-annually on May 15 and November 15, commencing on May 15, 2015
<b>Maturity Date:</b>	November 15, 2044
<b>Treasury Benchmark:</b>	3.375% due May 15, 2044
<b>U.S. Treasury Yield:</b>	3.103%
<b>Spread to Treasury:</b>	+123 bps
<b>Re-offer Yield:</b>	4.333%
<b>Initial Price to Public:</b>	99.448%
<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 May 15, 2044 (the date that is 6 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>	25 bps
<b>Settlement Date:</b>	November 12, 2014
<b>CUSIP/ISIN:</b>	20826F AC0 / US20826FAC05
<b>Denomination:</b>	\$2,000 and increments of \$1,000 in excess thereof
<b>Joint Book-Running Managers:</b>	RBS Securities Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  BNP Paribas Securities Corp.  HSBC Securities (USA) Inc.  J.P. Morgan Securities LLC  Mitsubishi UFJ Securities (USA) Inc.



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