

CONOCOPHILLIPS
Form S-8 POS
April 26, 2005

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As filed with the Securities and Exchange Commission on April 26, 2005

Registration No. 333-98681

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

To

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

01-0562944

(I.R.S. Employer
Identification No.)

600 North Dairy Ashford

Houston, Texas

(Address of Principal Executive Offices)

77079

(Zip Code)

ConocoPhillips Savings Plan

ConocoPhillips Store Savings Plan

1990 Stock Plan of Phillips Petroleum Company

Omnibus Securities Plan of Phillips Petroleum Company

2002 Omnibus Securities Plan of Phillips Petroleum Company

Phillips Petroleum Company Stock Plan for Non-Employee Directors

Incentive Compensation Plan of Phillips Petroleum Company

1986 Stock Plan of Phillips Petroleum Company

ConocoPhillips Share Incentive Plan

The ConocoPhillips Overseas Stock Savings Plan

Employee Share Allocation Scheme of Phillips Petroleum Company United Kingdom Limited

Conoco Inc. 2001 Global Performance Sharing Plan

1998 Stock and Performance Incentive Plan of ConocoPhillips

1998 Key Employee Stock Performance Plan of ConocoPhillips

Deferred Compensation Plan for Non-Employee Directors of ConocoPhillips

Conoco Inc. 1998 Global Performance Sharing Plan

(Full title of the plans)

Stephen F. Gates

Senior Vice President, Legal, and General Counsel

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**600 North Dairy Ashford
Houston, Texas 77079**

(Name and address of agent for service)

(281) 293-1000

(Telephone number, including area code, of agent for service)

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EXPLANATORY NOTE

ConocoPhillips (the Registrant) filed (i) a Registration Statement on Form S-8 on August 23, 2002 (Registration No. 333-98681) (the Registration Statement); and (ii) a Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 on June 4, 2004 to register shares of the Registrant s common stock, par value \$.01 per share (the Common Stock), for issuance pursuant to the (a) ConocoPhillips Savings Plan; (b) ConocoPhillips Store Savings Plan; (c) Retirement Savings Plan of ConocoPhillips Company; (d) 1990 Stock Plan of Phillips Petroleum Company; (e) Omnibus Securities Plan of Phillips Petroleum Company; (f) 2002 Omnibus Securities Plan of Phillips Petroleum Company; (g) Phillips Petroleum Company Stock Plan for Non-Employee Directors; (h) Incentive Compensation Plan of Phillips Petroleum Company; (i) 1986 Stock Plan of Phillips Petroleum Company; (j) ConocoPhillips Share Incentive Plan; (k) ConocoPhillips Overseas Stock Savings Plan; (l) Employee Share Allocation Scheme of Phillips Petroleum Company United Kingdom Limited; (m) Conoco Inc. 2001 Global Performance Sharing Plan; (n) 1998 Stock and Performance Incentive Plan of ConocoPhillips; (o) 1998 Key Employee Stock Performance Plan of ConocoPhillips; (p) Deferred Compensation Plan for Non-Employee Directors of ConocoPhillips; and (q) Conoco Inc. 1998 Global Performance Sharing Plan.

Since the filing of the Registration Statement, the Retirement Savings Plan of ConocoPhillips Company was merged with and into the ConocoPhillips Savings Plan. As a result, the Retirement Savings Plan of ConocoPhillips Company is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the Retirement Savings Plan of ConocoPhillips Company.

This Post-Effective Amendment No. 2 to the Registration Statement is being filed to transfer the remaining 23,625 shares of Common Stock registered under the Registration Statement and issuable pursuant to the Retirement Savings Plan of ConocoPhillips Company to the ConocoPhillips Savings Plan, into which such plan was merged as described above.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 26, 2005.

CONOCOPHILLIPS

By: /s/ John A. Carrig
 John A. Carrig
 Executive Vice President, Finance and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities indicated on April ____, 2005.

| <u>SIGNATURE</u> | <u>TITLE</u> |
|---|---|
| * _____ J. J. Mulva | Chairman of the Board of Directors, President, and Chief Executive Officer (Principal Executive Officer) |
| /s/ John A. Carrig _____ John A. Carrig | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) |
| * _____ Rand C. Berney | Vice President and Controller (Principal Accounting Officer) |
| * _____ Richard H. Auchinleck | Director |
| * _____ Norman R. Augustine | Director |
| * _____ James E. Copeland, Jr. | Director |
| * _____ Kenneth M. Duberstein | Director |

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| <u>SIGNATURE</u> | | <u>TITLE</u> |
|-----------------------|----------|--------------|
| * | Director | |
| <hr/> | | |
| Ruth R. Harkin | | |
| * | Director | |
| <hr/> | | |
| Larry D. Horner | | |
| * | Director | |
| <hr/> | | |
| Charles C. Krulak | | |
| * | Director | |
| <hr/> | | |
| Frank A. McPherson | | |
| * | Director | |
| <hr/> | | |
| William K. Reilly | | |
| * | Director | |
| <hr/> | | |
| William R. Rhodes | | |
| * | Director | |
| <hr/> | | |
| J. Stapleton Roy | | |
| * | Director | |
| <hr/> | | |
| Victoria J. Tschinkel | | |
| * | Director | |
| <hr/> | | |
| Kathryn C. Turner | | |

* By: /s/ John A. Carrig

John A. Carrig
Attorney-in-Fact

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ConocoPhillips Store Savings Plan and ConocoPhillips Savings Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ConocoPhillips Store Savings Plan and the ConocoPhillips Savings Plan) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on behalf of the ConocoPhillips Store Savings Plan and the ConocoPhillips Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 26, 2005.

CONOCOPHILLIPS STORE SAVINGS PLAN

CONOCOPHILLIPS SAVINGS PLAN
(Plans)

By: /s/ J.W. Sheets
Name: J.W. Sheets
Title: Administrator

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EXHIBIT INDEX

**Exhibit
Number**

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Document Description

Powers of Attorney (included on the signature page to the Post Effective Amendment No. 1 to the Registration Statement (File No. 333-98681)).

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