

Phillips 66  
Form 8-K  
February 26, 2014

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

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report: February 25, 2014  
(Date of earliest event reported)

Phillips 66  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-35349 (Commission File Number)	45-3779385 (I.R.S. Employer Identification No.)
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3010 Briarpark Drive  
Houston, Texas 77042  
(Address of principal executive offices and zip code)

(281) 293-6600  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 8.01            Other Events.

As previously announced, on December 30, 2013, Phillips 66 entered into an agreement pursuant to which Phillips 66 agreed to exchange all of its common stock in Phillips Specialty Products Inc. for shares of Phillips 66 common stock owned by certain subsidiaries of Berkshire Hathaway Inc. After completion of required regulatory reviews, the exchange was completed on February 25, 2014, and resulted in 17,422,615 shares of Phillips 66 common stock being delivered to Phillips 66.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Phillips 66

Dated: February 26, 2014

By: /s/ Paula A. Johnson  
Paula A. Johnson  
Executive Vice President, Legal, General Counsel and  
Corporate Secretary