



ConocoPhillips

COP NYSE

Oil / Gas Refining / Marketing

Market Capitalization USD:

\$92,180.43 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: James J. Mulva

Age: 65

CEO Since: 2002

	2009	2010	2011
Base Salary	\$1,500,000	\$1,500,000	\$1,500,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,278,788	\$4,252,500	\$3,543,750
Benefits and Perquisites	\$202,779	\$294,143	\$263,522
TOTAL ANNUAL COMPENSATION	\$2,981,567	\$6,046,643	\$5,307,272
Increase in Post-Retirement Benefits	\$0	\$0	\$8,533,648
Stock Option Awards	\$5,737,576	\$5,737,680	\$6,487,950
Stock Awards	\$5,669,518	\$6,148,572	\$7,384,724
TOTAL COMPENSATION	\$14,388,661	\$17,932,895	\$27,713,594
Median of Other Named Executive Officers Total Compensation	\$6,588,840	\$9,866,041	\$7,273,613
Value Realized on Exercise of Stock Option	\$8,280,584	\$9,566,278	\$140,853,640
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$8,280,584	\$9,566,278	\$140,853,640

Proxy Date: 28 Mar 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 5.83%

Stock Option Run Rate: 0.22%

Performance Comparison

■ S&P500 ■ Industry ■ COP



Peer Comparisons (TRBC) = Energy

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
COP	ConocoPhillips	\$14,388,661	\$17,932,895	\$27,713,594	\$92,180,425,114
OXY	Occidental Petroleum Corporation	\$31,401,356	\$76,107,010	\$31,726,776	\$58,120,271,566
SLB	Schlumberger Limited	\$14,063,353	\$15,557,996	\$17,878,094	\$81,223,289,490
APC	Anadarko Petroleum Corporation	\$27,466,777	\$24,328,710		\$31,723,300,635
APA	Apache Corporation	\$7,689,513	\$19,294,429		\$30,806,359,610

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Primary: Exxon Mobil Corporation, Royal Dutch Shell plc, BP p. l.c., and Chevron Corporation.

Secondary: Valero Energy Corporation, Marathon Oil Corporation, Occidental Petroleum Corporation.

Performance Peer Group

ExxonMobil, Royal Dutch Shell, BP, Total, and Chevron.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William E. Wade	Chairman	69	Male	6	Outside
Harold W. McGraw	Member	63	Male	7	Outside
Kathryn C. Turner	Member	64	Female	10	Outside Related