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CONOCOP Form 4									
August 02,	ЛЛ		CECU						PPROVAL
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287
Check t if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to S (a) of the F	CHAN ection 1 Public U	NGES IN SECUI 16(a) of th Itility Hol	BENEF RITIES ne Securi Iding Con	TCIAL O ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti 1940	Expires: Estimated burden hou response	urs per
(Print or Type	Responses)								
	Address of Reporting VILLIAM K	Person <u>*</u>	Symbol	er Name an COPHIL		-	5. Relationship Issuer		
(Last) 600 NORT	(First) (Middle) ORD		of Earliest T Day/Year) 2005	ransaction	-	(Cho X_ Director Officer (giv below)		e) % Owner her (specify
UQUETO	(Street)			endment, D onth/Day/Yea	-	al	 6. Individual or Applicable Line) _X_ Form filed by Form filed by 		erson
	N, TX 77079						Person		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso infor requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price c
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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	Derivative Security				Acqui (A) or Dispo of (D) (Instr. and 5)	sed 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	<u>(1)</u>	07/29/2005	А		133		(2)	(2)	Common Stock	133	\$ 63.12

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips				
	Director	10% Owner	Officer	Other			
REILLY WILLIAM K 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079	Х						
Signatures							

E. Julia Lambeth, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004) 08/02/2005

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) 1-for-1
- (2) The reporting person has elected to receive payment in five equal annual installments beginning on the date of his termination of service, which election may be changed by the reporting person to provide for deferred payments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date