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TSCHINKEL VICTORIA J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/17/14 for the Period Ending 01/15/14

Address	3010 BRIARPARK DRIVE HOUSTON, TX 77042
Telephone	281-293-6600
CIK	0001534701
Symbol	PSX
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TSCHINKEL VICTORIA J (Last) (First) (Middle)	**Phillips 66 [PSX]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3010 BRIARPARK DRIVE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **1/15/2014**	
HOUSTON, TX 77042 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**11/26/2013**		**G**	**V**	**145**	**D**	**$0**	**27945.398** (2)	**D**	
Common Stock	**1/15/2014**		**A**		**2248** (1)	**A**	**$75.6375**	**30193.398**	**D**	
Common Stock	**1/15/2014**		**M**		**1475**	**A**	**$0** (3)	**31668.398**	**D**	
Common Stock								**6495.9365**	**I**	**See note**
Common Stock								**85.5**	**I**	**See note**

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Units	(3)	**1/15/2014**		**M**			**1475**	**1/15/2014**	**1/15/2014**	**Common Stock**	**1475**	**$0**	**3890.9752**	**D**	

Explanation of Responses:

(1) Annual grant to non-employee directors of restricted stock units that convert to Phillips 66 common stock on a 1-for-1 basis. The restrictions on the RSUs lapse on the retirement, disability or death of the non-employee director.

(2) Includes shares acquired through routine dividend transactions that are exempt under rule 16a-1.

(3) On January 15, 2014, the restrictions on the shares of common stock lapsed and were delivered to an account in the name of the reporting person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TSCHINKEL VICTORIA J				

3010 BRIARPARK DRIVE HOUSTON, TX 77042	**X**			

Signatures

Grant F. Adamson, By Power of Attorney filed with the Commission on May 10, 2012	**1/17/2014**
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.