

**PHILLIPS 66**  
Reported by  
**MCGRAW HAROLD III**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 08/02/13 for the Period Ending 06/19/12

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

# FORM 4

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

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Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

## 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)
<b>MCGRAW HAROLD III</b>	<b>Phillips 66 [ PSX ]</b>	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3010 BRIARPARK DRIVE</b>	<b>6/19/2012</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>HOUSTON, TX 77042</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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	7/31/2013		A	256 <sup>(1)</sup> A \$59.5499	4724.6915 <sup>(2)</sup>	D	
Common Stock					87 <sup>(4)</sup>	I	See notes (3)
Common Stock	6/19/2012		L <sup>(3)</sup>	273 A \$34.196	360	I	See notes (3)
Common Stock	4/23/2013		L <sup>(3)</sup> V	10 A \$60.48	370	I	See notes (3)
Common Stock	6/7/2013		L <sup>(3)</sup> V	3 A \$66.19	373	I	See notes (3)
Common Stock					500	D	

**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				

### Explanation of Responses:

- Mr. McGraw has elected to receive his compensation as a director in the form of stock units that convert to Phillips 66 common stock on a 1-for-1 basis.
- Includes shares acquired through routine dividend transactions that are exempt under rule 16a-1.
- Reported amount represents shares purchased in discretionary accounts on behalf of the Harold W. McGraw Family Foundation, Inc., of which Mr. McGraw serves on the board, or various trusts for the benefit of various family members of Mr. McGraw and for which trusts Mr. McGraw serves as trustee and has voting and investment power. Mr. McGraw disclaims beneficial ownership of all securities held by the foundation and the trusts and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or for any other purpose. These transactions are reported as small acquisitions under Rule 16a-6.

- ( 4) Shares received in the spin-off of Phillips 66, the receipt of which was exempt from reporting pursuant to Rule 16a-9(a). One share of Phillips 66 common stock was received for each two shares of ConocoPhillips common stock.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MCGRAW HAROLD III</b> <b>3010 BRIARPARK DRIVE</b> <b>HOUSTON, TX 77042</b>	<b>X</b>			

### Signatures

**Grant F. Adamson, by Power of Attorney filed with the Commission on May 10, 2012**

**8/2/2013**

\*\* 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.

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