

# FORM 4

## 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 * <b>BERKSHIRE HATHAWAY INC</b>  (Last) (First) (Middle) <b>3555 FARNAM STREET</b> (Street) <b>OMAHA, NE 68131</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Phillips 66 [ PSX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/13/2016</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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	1/13/2016		P		407529	A	\$75.1814 (1)	67853031	I	See footnotes (2)(3)
Common Stock	1/13/2016		P		356356	A	\$76.1295 (4)	68209387	I	See footnotes (2)(3)
Common Stock	1/13/2016		P		530257	A	\$77.0463 (5)	68739644	I	See footnotes (2)(3)
Common Stock	1/13/2016		P		280865	A	\$77.8195 (6)	69020509	I	See footnotes (2)(3)
Common Stock	1/13/2016		P		12400	A	\$78.9056 (7)	69032909	I	See footnotes (2)(3)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

- ( The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$74.54 to \$75.535.
- 1) Berkshire Hathaway Inc. ("Berkshire") and the other reporting person undertake to provide Phillips 66, any security holder of Phillips 66, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 1, and 4 to 7 to this Form 4.
- ( 62,930,909 of the total reported securities are owned by the following subsidiaries of Berkshire: National Indemnity Co. (52,863,649), National Fire &
- 2) Marine Insurance Co. (1,163,000), National Liability & Fire Insurance Co. (1,266,000), Berkshire Hathaway Assurance Corp. (1,558,000), Berkshire Hathaway Homestate Insurance Co. (782,000), Berkshire Hathaway Specialty Insurance Co. (1,314,000) and Columbia Insurance Company (3,984,260). As Berkshire is in the chain of ownership of each of these subsidiaries, it may be deemed presently to both beneficially own and have a pecuniary interest in all shares of Common Stock presently owned by each of these subsidiaries. Warren E. Buffett, as the controlling stockholder of Berkshire, may be deemed presently to beneficially own, but only to the extent he has a pecuniary interest in, the shares of Common Stock presently owned by each such subsidiary.
- ( Continuation of Footnote 2: Mr. Buffett disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- 3) Footnote 3: 6,102,000 of the total reported securities are owned by the following pension plans of Berkshire's subsidiaries: FlightSafety International Inc. Retirement Income Plan (350,000), Fruit of the Loom Pension Trust (921,300), GEICO Corporation Pension Plan Trust (2,499,700), Johns Manville Corporation Master Pension Trust (2,187,000), and General Re Corp. Employee Retirement Trust (144,000). Each of Berkshire, Mr. Buffett and these pension plans disclaim beneficial ownership in such shares.

- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$75.54 to \$76.535.
- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$76.54 to \$77.535.
- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$77.54 to \$78.52.
- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$78.63 to \$78.93.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BERKSHIRE HATHAWAY INC</b> <b>3555 FARNAM STREET</b> <b>OMAHA, NE 68131</b>		<b>X</b>		
<b>BUFFETT WARREN E</b> <b>3555 FARNAM STREET</b> <b>OMAHA, NE 68131</b>		<b>X</b>		

#### Signatures

/s/ Warren E. Buffett (on behalf of himself and each other reporting person hereunder)

1/15/2016

\*\*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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