

# FORM 4

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

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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>Johnson Paula Ann</b> (Last) (First) (Middle) <b>2331 CITYWEST BLVD.</b> (Street) <b>HOUSTON, TX 77042</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 ____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive VP and Gen Counsel</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>4/4/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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	4/4/2017		M		2878 (1)	A	\$0	28549	D	
Common Stock	4/4/2017		F		1209	D	\$78.11	27340	D	
Restricted Stock Units (2)								22908	D	
Common Stock								1126.672 (3)	I	By Phillips 66 Savings Plan

**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				
Performance Stock Units	(4)	4/4/2017		M		2878 (1)	(4)	(5)	Common Stock	2878.0	\$0	54755	D	
Stock Options (Right to Buy)	\$62.17						(6)	2/7/2023	Common Stock	12000.0		12000	D	
Stock Options (Right to Buy)	\$72.255						(7)	2/6/2024	Common Stock	19600.0		19600	D	
Stock Options (Right to Buy)	\$74.135						(8)	2/3/2025	Common Stock	25100.0		25100	D	
Employee Stock Option (Right to Buy)	\$78.62						(9)	2/2/2026	Common Stock	32800.0		32800	D	
Employee Stock Option (Right to Buy)	\$78.475						(10)	2/7/2027	Common Stock	34300.0		34300	D	
Phantom Stock	(11)						(12)	(12)	Common Stock	600.461		600.461	D	

#### Explanation of Responses:

- Lapsing of restrictions on Performance Stock Units.
- Restricted Stock Units settle for shares of Phillips 66 common stock on a 1-for-1 basis on the third anniversary of the grant provided performance criteria are met.
- Includes shares acquired through on-going acquisitions under 401(k) plan and/or routine dividend transactions that are exempt under rule 16a-1.
- Performance Stock Units (PSUs) settle for shares of Phillips 66 common stock on a 1-for-1 basis at the end of the escrow period. The escrow period ends on the earliest to occur of: (a) five years; (b) termination of employment as a result of layoff; (c) termination of employment after attainment of age 55 with five years of service; (d) termination of employment due to death or total disability; or (e) termination of employment following a change in control. The

PSUs will be forfeited if the reporting person separates from service prior to the end of the escrow period for any reason other than those listed above. During the escrow period, the reporting person may not dispose of PSUs. The reporting person may also elect to defer settlement of PSUs until a later date.

- (5) The Performance Stock Units do not have an expiration date.
- (6) The stock options became exercisable in three equal annual installments beginning February 7, 2014.
- (7) The stock options became exercisable in three equal annual installments beginning February 6, 2015.
- (8) The stock options became exercisable in three equal annual installments beginning February 3, 2016.
- (9) The stock options became exercisable in three equal annual installments beginning February 2, 2017.
- (10) The stock options become exercisable in three equal annual installments beginning February 7, 2018.
- (11) The shares of phantom stock convert to Phillips 66 stock on a 1-for-1 basis.
- (12) The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Johnson Paula Ann</b> <b>2331 CITYWEST BLVD.</b> <b>HOUSTON, TX 77042</b>			<b>Executive VP and Gen Counsel</b>	

#### Signatures

**Grant F. Adamson, Attorney-in-Fact (By Power of Attorney filed with the Commission on April 12, 2012)**

**4/5/2017**

—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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