



PHILLIPS 66

FORM 4/A

(Amended Statement Of Changes In Beneficial Ownership)

Filed 03/20/24 for the Period Ending 03/09/22

Address 2331 CITYWEST BLVD., HOUSTON, TX, 77042
Telephone (727) 384-2323
CIK 0001534701
Symbol PSX
SIC Code 2911 - Petroleum Refining
Fiscal Year 12/31

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Adams Gary Kramer</u> (Last) (First) (Middle) <u>2331 CITYWEST BLVD.</u> (Street) <u>HOUSTON TX 77042</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phillips 66 [PSX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2022</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/11/2022</u>

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	03/09/2022		A		0 ⁽¹⁾	A	(1)	18,721 ⁽²⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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:

1. The original Form 4, filed on March 11, 2022, is being amended to correct an administrative error which misreported that the Reporting Person acquired 709 shares of Phillips 66 common stock upon the conversion of each outstanding common unit of Phillips 66 Partners LP into the right to receive 0.500 shares of Phillips 66 common stock effective on March 9, 2022 pursuant to an Agreement and Plan of Merger dated October 26, 2021 (the Merger). The Reporting Person did not directly hold any shares of Phillips 66 Partners LP common units and, therefore, no shares of Phillips 66 common stock were acquired by the Reporting Person in connection with the Merger.

2. The amount of securities beneficially owned directly by the Reporting Person shown in Column 5 reflects the total amount of securities beneficially owned by the Reporting Person as of March 20, 2024.

Remarks:

/s/ Jenarae N. Garland, as 03/20/2024
Attorney-in-Fact
** 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 Number.