



PHILLIPS 66

FORM 144

(Report Of Proposed Sale Of Securities)

Filed 12/01/23

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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<div>Form 144 Filer Information</div> <div>FORM 144</div>	<div>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</div> <div>Form 144</div> <div>NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933</div>
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144: Filer Information

Filer CIK	0001663211
Filer CCC	XXXXXXXX
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST

Submission Contact Information

Name	
Phone	
E-Mail Address	

144: Issuer Information

Name of Issuer	Phillips 66
SEC File Number	001-35349
Address of Issuer	2331 CITYWEST BLVD. HOUSTON TEXAS 77042
Phone	832-765-3010
Name of Person for Whose Account the Securities are To Be Sold	Mitchell Kevin J

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	Officer
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144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name of the Securities Exchange
Common	Merrill Lynch 3455 Peachtree Road NE Suite 1000 Atlanta GA 30326	31700	4127769.22	439955575	12/01/2023	New York

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

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Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common	12/01/2023	Exercise of NQ Stock Options	Phillips 66	<input type="checkbox"/>		31700	12/01/2023	Compensatory Payment

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Kevin J Mitchell 2331 CITYWEST BLVD HOUSTON TX 77042	COMMON	09/08/2023	30800	3725970.00

144: Remarks and Signature

Remarks

Date of Notice

12/01/2023

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1

02/02/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

KEVIN J MITCHELL

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)