



PHILLIPS 66

FORM 144

(Report Of Proposed Sale Of Securities)

Filed 03/18/24

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> |
|---|---|

144: Filer Information

| | |
|--------------------------------|--|
| Filer CIK | 0001876439 |
| 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 | Pruitt Joseph Scott |

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 |
|------------------------|---------|

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 | 5922 | 932103.23 | 427824429 | 03/18/2024 | NYSE |

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 | 10/16/2021 | Vesting of a Stock Award | Phillips 66 | <input type="checkbox"/> | | 314 | 10/16/2021 | Compensatory Payment |
| Common | 02/05/2022 | Vesting of a Stock Award | Phillips 66 | <input type="checkbox"/> | | 330 | 02/05/2022 | Compensatory Payment |
| Common | 02/09/2024 | Vesting of a Stock Award | Phillips 66 | <input type="checkbox"/> | | 1078 | 02/09/2024 | Compensatory Payment |
| Common | 03/18/2024 | Exercise of Stock Awards | Phillips 66 | <input type="checkbox"/> | | 4200 | 03/18/2024 | 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 |
|---|--------------------------|--------------|---------------------------|----------------|
| Joseph Scott Pruitt 2331 CITYWEST BLVD HOUSTON TX 77042 | Common- Phillips 66 | 12/18/2023 | 1500 | 198776.75 |
| Joseph Scott Pruitt 2331 CITYWEST BLVD HOUSTON TX 77042 | Common- Phillips 66 | 12/19/2023 | 1000 | 133233.60 |

144: Remarks and Signature

Remarks

Date of Notice

03/18/2024

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

Joseph Scott Pruitt

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