

PLAINTIFF'S EXHIBIT

PP-80

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CONFORMED SUBMISSION TYPE: 8-K

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CONFORMED PERIOD OF REPORT: 20010914

ITEM INFORMATION: Acquisition or disposition of assets

ITEM INFORMATION: Financial statements and exhibits

FILED AS OF DATE: 20010928

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:

PHILLIPS PETROLEUM CO

CENTRAL INDEX KEY:

0000078214

STANDARD INDUSTRIAL CLASSIFICATION:

PETROLEUM REFINING [2911]

IRS NUMBER:

730400345

STATE OF INCORPORATION:

DE

FISCAL YEAR END:

1231

FILING VALUES:

FORM TYPE:

8-K

SEC ACT:

1934 Act

SEC FILE NUMBER:

001-00720

FILM NUMBER:

1748046

BUSINESS ADDRESS:

STREET 1:

PHILLIPS BUILDING

STREET 2:

800 PLAZA OFFICE BUILDING

CITY:

BARTLESVILLE

STATE:

OK

ZIP:

74004

BUSINESS PHONE:

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
September 14, 2001

PHILLIPS PETROLEUM COMPANY
(Exact name of registrant as specified in its charter)

Delaware	1-720	73-0400345
(State or other	(Commission	(IRS Employer
jurisdiction of	File Number)	Identification No.)
incorporation)		

Phillips Building, Bartlesville, Oklahoma	74004
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:
918-661-6600

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Item 2. Acquisition or Disposition of Assets.

On September 14, 2001, Phillips Petroleum Company, a Delaware corporation (Phillips) completed its acquisition of Tosco Corporation, a Nevada corporation (Tosco), through the merger (the Merger) of Ping Acquisition Corp., a Nevada corporation and wholly owned subsidiary of Phillips (Merger Subsidiary), with and into Tosco, with Tosco as the surviving corporation in the Merger, pursuant to the Merger Agreement, dated as of February 4, 2001, by and among Phillips, Merger Subsidiary and Tosco. As a result of the Merger, Tosco became a wholly owned subsidiary of Phillips. Each share of Tosco common stock, par value \$0.75 per share, outstanding on September 14, 2001, was converted into 0.8 of a share of Phillips common stock, par value \$1.25 per share.

Item 7. Financial Statements and Exhibits.

- (a) Audited financial statements for Tosco for the two years ended December 31, 2000 and 1999, and unaudited financial statements for Tosco for the period ended June 30, 2001, are

not included in this report but are expected to be filed by the end of October 2001.

(b) Pro Forma Financial Information.

The pro forma financial information related to the acquisition of Tosco is not included in this report but is expected to be filed by the end of October 2001.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILLIPS PETROLEUM COMPANY

September 28, 2001

/s/ Rand C. Berney

Rand C. Berney
Vice President and Controller

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