



12026402



Edwin Mecabe
DIRECTOR
CORPORATE ACTIONS AND
MARKET WATCH

20 Broad Street 17th Floor
New York, NY 10005
T +1 212 656 5026
F +1 212 656 5893
emecabe@nyx.com

April 5, 2012

Chief, Information Technology
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

Received SEC
APR 05 2012
Washington, DC 20549

CERT NYS
File No. 001-35349

To whom it may concern:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Phillips 66, Common Stock, par value \$0.01 per share and requests immediate acceleration of registration. Adequate distribution assured. Amendment No. 3 to Form 10 received on April 5, 2012. Tentative listing date – April 12, 2012

Sincerely,