

Phillips 66
Form SC 13G
September 04, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No.)

PHILLIPS 66

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

718546104

(CUSIP Number)

August 25, 2015

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 57,975,456 shares of Common Stock
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

57,975,456 shares of Common Stock
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

57,975,456 shares of Common Stock
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 10.8%
TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 57,975,456 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
WITH SHARED DISPOSITIVE POWER

9 57,975,456 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 57,975,456 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 10.8%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 51,873,456 shares of Common Stock
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

51,873,456 shares of Common Stock
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

51,873,456 shares of Common Stock
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.6%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 921,300 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
SHARED DISPOSITIVE POWER
WITH

9 921,300 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 921,300 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

FlightSafety International Inc. Retirement Income Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 350,000 shares of Common Stock
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

350,000 shares of Common Stock
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

350,000 shares of Common Stock
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

GEICO Corporation Pension Plan Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,499,700 shares of Common Stock
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,499,700 shares of Common Stock
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,499,700 shares of Common Stock
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,187,000 shares of Common Stock
7 SOLE DISPOSITIVE POWER
EACH

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,187,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,187,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

General Re Corp. Employee Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Connecticut

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 144,000 shares of Common Stock
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

144,000 shares of Common Stock
9 **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

144,000 shares of Common Stock
10 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

SCHEDULE 13G

Item 1.

(a) **Name of Issuer**
Phillips 66

(b) **Address of Issuer's Principal Executive Offices**
3010 Briarpark Drive, Houston, TX 77042

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

| | |
|--------------------------------------|--|
| Warren E. Buffett | Berkshire Hathaway Inc. |
| 3555 Farnam Street | 3555 Farnam Street |
| Omaha, Nebraska 68131 | Omaha, Nebraska 68131 |
| United States Citizen | Delaware Corporation |
| National Indemnity Company | General Re Corp. Employee Retirement Trust |
| 3024 Harney Street | 120 Long Ridge Road |
| Omaha, Nebraska 68131 | Stamford, CT 06902 |
| Nebraska Corporation | Connecticut |
| Fruit of the Loom Pension Trust | FlightSafety International Inc. Retirement Income Plan |
| c/o Fruit of the Loom Corporation | c/o FlightSafety International Inc. |
| One Fruit of the Loom Drive | LaGuardia Airport |
| Bowling Green, KY 42103 | Marine Air Terminal |
| Kentucky | Flushing, NY 11371 |
| | New York |
| GEICO Corporation Pension Plan Trust | Johns Manville Corporation Master Pension Trust |

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c/o GEICO Corporation

One Geico Plaza

Washington, DC 20076

Maryland

c/o Johns Manville Corporation

717 17th Street

Denver, CO 80202

Colorado

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

718546104

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:
Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.) and Berkshire Hathaway are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company is an Insurance Company as defined in section 3(a)(19) of the Act.

FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust, Johns Manville Corporation Master Pension Trust, and General Re Corp. Employee Retirement Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

The Reporting Persons together are a group in accordance with § 240.13d-1(b)(i)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) **Amount beneficially Owned**
See the Cover Pages for each of the Reporting Persons.

- (b) **Percent of Class**
See the Cover Pages for each of the Reporting Persons.

- (c) **Number of shares as to which such person has:**
 - (i) sole power to vote or to direct the vote
 - (ii) shared power to vote or to direct the vote
 - (iii) sole power to dispose or to direct the disposition of
 - (iv) shared power to dispose or to direct the disposition ofSee the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or

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effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 4th day of September, 2015

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board

NATIONAL INDEMNITY COMPANY, FRUIT OF
THE LOOM PENSION TRUST, FLIGHTSAFETY
INTERNATIONAL INC. RETIREMENT INCOME
PLAN, GEICO CORPORATION PENSION PLAN
TRUST, JOHNS MANVILLE CORPORATION
MASTER PENSION TRUST, GENERAL RE CORP.
EMPLOYEE RETIREMENT TRUST

By: /s/ Warren E. Buffett
Warren E. Buffett

Attorney-in-Fact

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

Fruit of the Loom Pension Trust

FlightSafety International Inc. Retirement Income Plan

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

General Re Corp. Employee Retirement Trust

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of Phillips 66, may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: September 4, 2015

/S/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: September 4, 2015

/S/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board

National Indemnity Company

Dated: September 4, 2015

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

Fruit of the Loom Pension Trust

Dated: September 4, 2015

/S/ Rick Medlin
By: Rick Medlin
Title: President and Chief Executive Officer,
Fruit of the Loom Corporation

FlightSafety International Inc. Retirement Income Plan

Dated: September 4, 2015

/S/ Bruce Whitman
By: Bruce Whitman
Title: President and Chief Executive Officer, FlightSafety
International Inc.

GEICO Corporation Pension Plan Trust

Dated: September 4, 2015

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President, GEICO Corporation

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Johns Manville Corporation Master Pension Trust

Dated: September 4, 2015

/S/ Mary Rhinehart
By: Mary Rhinehart
Title: President and Chief Executive Officer, Johns Manville Corporation

General Re Corp. Employee Retirement Trust

Dated: September 4, 2015

/S/ Franklin Montross, IV
By: Franklin Montross, IV
Title: President and Chief Executive Officer, General Re Corporation