

MURPHY OIL CORP /DE

Form 4

February 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COMPTON WALTER K

(Last) (First) (Middle)

200 PEACH STREET, P.O. BOX
7000

(Street)

EL DORADO, AR 71731-7000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MURPHY OIL CORP /DE [MUR]

3. Date of Earliest Transaction
(Month/Day/Year)

02/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/04/2014		M	Amount (1) (2) 9,253	(A) or (D) A \$ 0	23,413	D
Common Stock	02/04/2014		F(3)	3,385	D \$ 55.82	20,028	D
Common Stock	02/06/2014		M	7,057 (4)	A \$ 43.8753	27,085	D
Common Stock	02/06/2014		F(5)	6,317	D \$ 55.2	20,768	D
Common Stock						2,966	I
							Indirectly by daughter

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Common Stock	3,349	I	Trustee Of Company Thrift Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (6)	\$ 0 (7)	02/04/2014		M	11,070 (1) (2)	(7) (7)	Common Stock
Stock Option (8)	\$ 55.82	02/04/2014		A	23,000	02/04/2016 02/04/2021	Common Stock
Restricted Stock Unit (9)	\$ 0 (7)	02/04/2014		A	14,000	(7) (7)	Common Stock
Restricted Stock Unit (10)	\$ 0 (7)	02/04/2014		A	7,000	(7)(11) (7)(11)	Common Stock
Stock Option (12)	\$ 43.8753	02/06/2014		M	7,057 (4)	02/06/2009 02/06/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COMPTON WALTER K 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000	Executive Vice President

Signatures

/s/ Walter K.
Compton

02/06/2014

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Original award of 10,000 performance-based restricted stock units was adjusted by a ratio of 1.1070 on September 6, 2013 as a result of the spin-off of Murphy USA Inc.

Represents performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis. Pursuant to the terms of the performance-based grant awarded under the 2007 Long-Term Incentive Plan, the total includes 75.475% of the original award, plus shares equivalent in value to accumulated dividends.
- (2) Shares withheld for taxes on RSU vesting.
- (3) Original award of 6,375 stock options was adjusted by a ratio of 1.1070 on September 6, 2013 as a result of the spin-off of Murphy USA Inc.
- (4) Represents a "net exercise" of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the average high and low price on February 5, 2014 of \$55.20.
- (5) Performance-based restricted stock unit award granted under the 2007 Long-Term Incentive Plan.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (7) Award granted under the 2012 Long-Term Incentive Plan
- (8) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (10) Vest date is February 4, 2017.
- (11) Award granted under the 2007 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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