MURPHY OIL CORP /DE
Form 4
February 06, 2014

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER TIM F

(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)
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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2014		M		4,626 (1) (2)	A	$ 0	11,622	D	
Common Stock	02/04/2014		F(3)		1,589	D	$ 55.82	10,033	D	
Common Stock								1,768	I	Trustee of Company Thrift Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Unit (4)	(5)	02/04/2014		M			5,535 (1) (2)	(5)	(5)	Common Stock	5,53
Stock Option (6)	$ 55.82	02/04/2014		A		7,000		02/04/2016	02/04/2021	Common Stock	7,00
Restricted Stock Unit (7)	(5)	02/04/2014		A		4,000		(5)	(5)	Common Stock	4,00
Restricted Stock Unit (8)	(5)	02/04/2014		A		2,000		(5)(9)	(5)(9)	Common Stock	2,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER TIM F 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Vice President	

Signatures

/s/ E. Ted Botner, attorney-in-fact	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 5,000 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.

(2) 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.

(3) Shares withheld for taxes on RSU vesting.

(4) Award granted under the 2007 Long-Term Incentive Plan.

(5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date

(6) Award granted under the 2012 Long-Term Incentive Plan.

(7) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.

(8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.

(9) Vest date is February 4, 2017.

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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Explanation of Responses: