

MURPHY OIL CORP /DE

Form 4

May 15, 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 *
SMITH DAVID J H

(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)

05/14/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Retired Director

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	05/14/2014		M	(A) or (D) 12,257 (1) (2) (3)	\$ 0 49,142	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (4)	\$ 0 (6)	05/14/2014		M		4,052 (1) (2)		(6)	(6)	Common Stock	4,052	\$
Restricted Stock Unit (4)	\$ 0 (6)	05/14/2014		M		4,052 (1) (2)		(6)	(6)	Common Stock	4,052	\$
Restricted Stock Unit (5)	\$ 0 (6)	05/14/2014		M		3,654 (3)		(6)	(6)	Common Stock	3,654	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH DAVID J H 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000	Retired Director

Signatures

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

05/15/2014

**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 3,660 time-based restricted stock units were adjusted by a ratio of 1.1070 on September 6, 2013 as a result of the spin-off of Murphy USA Inc.

Represents Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis due to the retirement of the reporting person on May 14, 2014. Pursuant to the terms of the time-based grant awarded under the 2008 Stock Plan for Non-Employee Directors, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.

(3) Represents Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis due to the retirement of the reporting person on May 14, 2014. Pursuant to the terms of the time-based grant awarded under the 2013 Stock Plan for Non-Employee Directors, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.

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- (4) Restricted Stock Unit Award granted under the 2008 Stock Plan for Non-Employee Directors.
- (5) Restricted Stock Unit Award granted under the 2013 Stock Plan for Non-Employee Directors.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

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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