

Coleman Eugene T
 Form 4
 February 06, 2018

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Coleman Eugene T

2. Issuer Name and Ticker or Trading Symbol
 MURPHY OIL CORP /DE [MUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 PEACH STREET, P.O. BOX 7000

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

(Street)
 EL DORADO, AR 71731-7000

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/02/2018 | | M | | 31,066 (1) A \$ 0 | D | |
| Common Stock | 02/02/2018 | | F(2) | | 9,683 D \$ 30.27 | D | |
| Common Stock | 02/02/2018 | | M | | 14,747 (3) A \$ 0 | D | |
| Common Stock | 02/02/2018 | | F(2) | | 3,708 D \$ 30.27 | D | |
| Common Stock | 02/05/2018 | | M | | 28,500 A \$ 17.565 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------|----------------------|---|--------------------------------|
| Common Stock | 02/05/2018 | F ⁽⁴⁾ | 21,244 | D | \$ 30.27 | 65,858 | D | |
| Common Stock | 02/05/2018 | S | 33,435 | D | \$ 28.8774 | 32,423 | D | |
| Common Stock | | | | | | 1,562 ⁽⁵⁾ | 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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(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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit ⁽⁶⁾ | ⁽⁷⁾ | 02/02/2018 | | M | 13,000 ⁽³⁾ | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 13,000 |
| Performance Stock Unit ⁽⁸⁾ | ⁽⁷⁾ | 02/02/2018 | | M | 26,000 ⁽¹⁾ | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 26,000 |
| Stock Option ⁽⁹⁾ | \$ 17.565 | 02/05/2018 | | M | 28,500 | ⁽¹⁰⁾ | 02/02/2023 | Common Stock | 28,500 |
| Phantom Stock Unit | ⁽¹¹⁾ | | | | | ⁽¹²⁾ | ⁽¹²⁾ | Common Stock | 3,562 ⁽¹³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coleman Eugene T 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000 | | | Executive Vice President | |

Signatures

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

02/06/2018

__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) 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 2012 Long-Term Incentive Plan, the total includes 105.325% of the original award, plus shares equivalent in value to accumulated dividends.
 - (2) Shares withheld for taxes on RSU vesting.
 - (3) Represents 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 time-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.
 - (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 2, 2018 of \$30.2700.
 - (5) Includes 183 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2017.
 - (6) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
 - (7) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
 - (8) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
 - (9) Award granted under the 2012 Long-Term Incentive Plan.
 - (10) The option vests in two equal installments, the first half two years after the original grant date and the final half three years after the original grant date.
 - (11) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
 - (12) The reported phantom stock units were acquired under Murphy Oil Corporation's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock units into an alternative investment account at any time prior to settlement.
 - (13) Includes 762 shares obtained under Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2017.

Remarks:

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