

Murphy USA Inc.
Form 4
October 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
West Malynda K

(Last) (First) (Middle)
200 PEACH STREET
(Street)

EL DORADO, AR 71730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Murphy USA Inc. [MUSA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2013

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 below) _____ Other (specify below)
EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					4,469	D	
Common Stock					158	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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option ⁽¹⁾	\$ 37.0728	09/06/2013		A ⁽²⁾	V	24,158		02/01/2014	02/01/2018	Common Stock	24,158
Stock Option ⁽¹⁾	\$ 32.5308	09/06/2013		A ⁽²⁾	V	61,493		01/31/2015	01/31/2019	Common Stock	61,493
Stock Option ⁽¹⁾	\$ 34.1587	09/06/2013		A ⁽²⁾	V	65,007		02/05/2016	02/05/2020	Common Stock	65,007
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/09/2013		A ⁽²⁾	V	1,809		<u>(3)</u>	<u>(3)</u>	Common Stock	1,809
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/09/2013		A ⁽²⁾	V	9,554		<u>(3)</u>	<u>(3)</u>	Common Stock	9,554
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/09/2013		A ⁽²⁾	V	14,171		<u>(3)</u>	<u>(3)</u>	Common Stock	14,171
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/22/2013		A		33,414		<u>(3)</u>	<u>(3)</u>	Common Stock	33,414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West Malynda K 200 PEACH STREET EL DORADO, AR 71730			EVP, CFO & Treasurer	

Signatures

/s/ John A. Moore,
attorney-in-fact

10/24/2013

 **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) Award granted under the 2013 Long-Term Incentive Plan.

(2) These grants represent replacements for those that were forfeited at Murphy Oil Corporation as a result of the spin-off of Murphy USA Inc.

(3) 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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