

MURPHY OIL CORP /DE
Form 4
October 03, 2013

FORM 4

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

OMB APPROVAL

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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, 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)
10/01/2013

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)
Former VP & 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/01/2013		M		5,207 (1) \$ 0	D	
Common Stock	10/01/2013		F		2,184 (2) \$ 60.455	D	
Common Stock	10/01/2013		M		8,164 (3) \$ 0	D	
Common Stock	10/01/2013		F		3,997 (2) \$ 60.455	D	
Common Stock	10/01/2013		M		2,376 (4) \$ 0	D	

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Common Stock	10/01/2013	F	1,163 <u>(2)</u>	D	\$ 60.455	26,279	D	
Common Stock						592	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit <u>(5)</u>	\$ 0 <u>(6)</u>	10/01/2013		M	7,000 <u>(1)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	7,000
Restricted Stock Unit <u>(5)</u>	\$ 0 <u>(6)</u>	10/01/2013		M	10,000 <u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	10,000
Restricted Stock Unit <u>(7)</u>	\$ 0 <u>(6)</u>	10/01/2013		M	10,100 <u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	10,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West Malynda K 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Former VP & Treasurer	

Signatures

/s/ Walter K. Compton,
attorney-in-fact

10/03/2013

__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) 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 performance-based grant awarded under the 2007 Long-Term Incentive Plan, the total includes a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 1,077 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(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 performance-based grant awarded under the 2007 Long-Term Incentive Plan, the total includes a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 5,227 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(4) 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 performance-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 9,006 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(5) 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.

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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