

MURPHY OIL CORP /DE  
Form 4  
February 05, 2015

**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 \*  
COMPTON WALTER 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)  
02/03/2015

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)

Executive Vice President

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 or (D) Price		
Common Stock	02/03/2015		M		13,555 (1) (2)	A	\$ 0 34,404 D
Common Stock	02/03/2015		F(3)		4,993	D	\$ 49.65 29,411 (4) D
Common Stock							3,626 (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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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option <sup>(6)</sup>	\$ 49.65	02/03/2015		A	43,000	<sup>(7)</sup> 02/03/2022	Common Stock	43,000
Restricted Stock Unit <sup>(8)</sup>	<sup>(9)</sup>	02/03/2015		A	20,000	<sup>(9)</sup> <sup>(9)</sup>	Common Stock	20,000
Restricted Stock Unit <sup>(10)</sup>	<sup>(9)</sup>	02/03/2015		A	10,000	<sup>(9)(11)</sup> <sup>(9)(11)</sup>	Common Stock	10,000
Restricted Stock Unit <sup>(12)</sup>	<sup>(9)</sup>	02/03/2015		M	11,070 <sup>(1)</sup> <sup>(2)</sup>	<sup>(9)</sup> <sup>(9)</sup>	Common Stock	11,070
Phantom Stock Unit	<sup>(13)</sup>					<sup>(14)</sup> <sup>(14)</sup>	Common Stock	1,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMPTON WALTER K 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Executive Vice President	

## Signatures

/s/ Walter K. Compton  
Date: 02/05/2015

\*\*Signature of Reporting Person

## 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 10,000 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 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 109.975% of the original award, plus shares equivalent in value to accumulated dividends.
- (3) Shares withheld for taxes on RSU vesting.
- (4) Includes 81 shares obtained through the Company Employee Stock Purchase Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (5) Includes 277 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (6) Award granted under the 2012 Long-Term Incentive Plan
- (7) 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
- (8) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (10) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (11) Vest date is February 3, 2018.
- (12) Performance-based restricted stock unit award granted under the 2007 Long-Term Incentive Plan.
- (13) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
- (14) 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.
- (15) Includes 250 shares obtained under the Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.