

FITZGERALD KEVIN G  
 Form 4  
 February 03, 2011

**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 \*  
 FITZGERALD KEVIN G

(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)  
 02/01/2011

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)  
 SVP & Chief Financial Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/01/2011		M		12,199 (1) \$ 0	D	
Common Stock	02/01/2011		F		4,569 (2) \$ 67.635	D	
Common Stock						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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit <sup>(3)</sup>	\$ 0 <sup>(4)</sup>	02/01/2011		A	20,000	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 20
Stock Option <sup>(3)</sup>	\$ 67.635	02/01/2011		A	45,000	02/01/2013 02/01/2018	Common Stock 45
Restricted Stock Unit <sup>(3)</sup>	\$ 0 <sup>(4)</sup>	02/01/2011		M	10,000 <sup>(1)</sup>	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD KEVIN G 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			SVP & Chief Financial Officer	

## Signatures

/s/ Walter K. Compton,  
Attorney-in-Fact  
02/03/2011  
Date

\*\*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).
- 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 115.89% of the original award, plus shares equivalent in value to accumulated dividends.
- (1) Shares withheld for taxes on RSU vesting.
  - (2) Award granted under the 2007 Long-Term Incentive Plan.
  - (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date

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