

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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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 *
GARDNER JOHN B

(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)
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/03/2015 | | M | 5,422 (1) (2) A \$ 0 | 5,422 | D | |
| Common Stock | 02/03/2015 | | F(3) | 1,855 D \$ 49.65 | 3,567 | D | |
| Common Stock | | | | | 320 (4) | I | Trustee of Company Thrift Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------------------------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option ⁽⁵⁾ | \$ 49.65 | 02/03/2015 | | A | 13,000 | | <u>(6)</u> | 02/03/2022 | Common Stock | 13,000 |
| Restricted Stock Unit ⁽⁷⁾ | <u>(8)</u> | 02/03/2015 | | A | 6,000 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 6,000 |
| Restricted Stock Unit ⁽⁹⁾ | <u>(8)</u> | 02/03/2015 | | A | 3,000 | | <u>(8)(10)</u> | <u>(8)(10)</u> | Common Stock | 3,000 |
| Restricted Stock Unit ⁽¹¹⁾ | <u>(8)</u> | 02/03/2015 | | M | | 4,428 <u>(1) (2)</u> | <u>(8)</u> | <u>(8)</u> | Common Stock | 4,428 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER JOHN B 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000 | | | Treasurer | |

Signatures

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

02/05/2015

 **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) Original award of 4,000 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)

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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 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 8 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (5) Award granted under the 2012 Long-Term Incentive Plan.
- (6) 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
- (7) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (8) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (9) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (10) Vest date is February 3, 2018.
- (11) Performance-based restricted stock unit award granted under the 2007 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. 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.