

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 *
MISNER ALLAN J.

(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)
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 (A) or (D) Price | | | |
| Common Stock | 02/03/2015 | | M | 8,133 (1) (2) A \$ 0 | 8,233 | D | |
| Common Stock | 02/03/2015 | | F(3) | 2,780 D \$ 49.65 | 5,453 | D | |
| Common Stock | | | | | 696 (4) | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option ⁽⁵⁾ | \$ 49.65 | 02/03/2015 | | A | 12,000 | ⁽⁶⁾ 02/03/2022 | Common Stock | 12,000 |
| Restricted Stock Unit ⁽⁷⁾ | ⁽⁸⁾ | 02/03/2015 | | A | 6,000 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 6,000 |
| Restricted Stock Unit ⁽⁹⁾ | ⁽⁸⁾ | 02/03/2015 | | A | 3,000 | ⁽⁸⁾⁽¹⁰⁾ ⁽⁸⁾⁽¹⁰⁾ | Common Stock | 3,000 |
| Restricted Stock Unit ⁽⁷⁾ | ⁽⁸⁾ | 02/03/2015 | | M | 6,642 ⁽¹⁾ ⁽²⁾ | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 6,642 |
| Phantom Stock Unit | ⁽¹¹⁾ | | | | | ⁽¹²⁾ ⁽¹²⁾ | Common Stock | 2,270 ⁽¹³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MISNER ALLAN J. 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000 | | | Vice President | |

Signatures

/s/ E. Ted Botner,
attorney-in-fact
Date: 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).

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- (1) Original award of 6,000 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.
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.
- (2) Shares withheld for taxes on RSU vesting.
- (3) Includes 142 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (4) Award granted under the 2012 Long-Term Incentive Plan.
- (5) 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
- (6) Performance-based restricted stock unit award granted under the 2007 Long-Term Incentive Plan.
- (7) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) Vest date is February 3, 2018.
- (10) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
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.
- (11) Includes 67 shares obtained through Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2014.
- (12)
- (13)

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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