

Murphy USA Inc.  
Form 4  
February 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
West Malynda K

(Last) (First) (Middle)  
200 PEACH STREET  
(Street)

EL DORADO, AR 71730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Murphy USA Inc. [MUSA]

3. Date of Earliest Transaction (Month/Day/Year)  
02/12/2015

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)  
EVP, CFO & 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/12/2015                           |  | M                              |   | 61,493  | A  | \$ 0 74,341                       |
| Common Stock                    | 02/12/2015                           |  | M                              |   | 24,158  | A  | \$ 0 98,499                       |
| Common Stock                    | 02/12/2015                           |  | M                              |   | 32,503  | A  | \$ 0 131,002                      |
| Common Stock                    | 02/12/2015                           |  | F <sup>(1)</sup>               |   | 84,333  | D  | \$ 71.51 46,669                   |
| Common Stock                    | 02/12/2015                           |  | S                              |   | 33,821  | D  | \$ 71.3108 12,848                 |

Common  
Stock

270 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option <u>(2)</u>                    | \$ 32.5308   | 02/12/2015                           |  | M                              | 61,493  | <u>(3)</u> 01/31/2019                                    | Common Stock  | 61,493                        |
| Stock Option <u>(2)</u>                    | \$ 37.0728   | 02/12/2015                           |  | M                              | 24,158  | <u>(3)</u> 02/01/2018                                    | Common Stock  | 24,158                        |
| Stock Option <u>(2)</u>                    | \$ 34.1587   | 02/12/2015                           |  | M                              | 32,503  | <u>(3)</u> 02/05/2020                                    | Common Stock  | 32,503                        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| West Malynda K<br>200 PEACH STREET<br>EL DORADO, AR 71730 |               |           | EVP, CFO & Treasurer |       |

## Signatures

/s/ John A. Moore,  
attorney-in-fact

02/13/2015

\*\*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) Represents a "net exercise" of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the closing price on February 11, 2015 of \$71.5100.
- (2) Award granted under the 2013 Long-term Incentive Plan.
- (3) The option vests in two equal installments, the first half two years after the grant date and the final half three years after the grant date.

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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