

Wood David M.
Form 4
February 07, 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 *
Wood David M.

2. Issuer Name and Ticker or Trading Symbol
MURPHY OIL CORP /DE [MUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 PEACH STREET, P.O. BOX 7000

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
EL DORADO, AR 71731-7000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/04/2011 | | M | A | 63,158 (1) | \$ 0 | 94,853 D |
| Common Stock | 02/04/2011 | | F | D | 27,442 (2) | \$ 67.72 | 67,411 D |
| Common Stock | | | | | | 1,276 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit (3) | \$ 0 (4) | 02/04/2011 | | M | 60,000 | (4) (4) | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wood David M. 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000 | X | | President & CEO | |

Signatures

/s/ Walter K. Compton,
Attorney-in-Fact
Date: 02/07/2011

**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).

Represents time lapse Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis.

- (1) Pursuant to the terms of time lapse grant awarded under the 2007 Long-Term Incentive Plan, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.
- (2) Shares withheld for taxes on RSU vesting.
- (3) Award granted under the 2007 Long-Term Incentive Plan.
- (4) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration 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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