

MURPHY OIL CORP /DE
Form 4
October 03, 2013

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 *
MOORE JOHN A

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

EL DORADO, AR 71730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

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)
Former Secretary

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 | 10/01/2013 | | M | | 1,487 (1) \$ 0 | D | |
| Common Stock | 10/01/2013 | | F | | 511 (2) \$ 60.455 | D | |
| Common Stock | 10/01/2013 | | M | | 4,898 (3) \$ 0 | D | |
| Common Stock | 10/01/2013 | | F | | 1,683 (2) \$ 60.455 | D | |
| Common Stock | 10/01/2013 | | M | | 941 (4) \$ 0 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|-----------|-------|---|--------------------------------|
| Common Stock | 10/01/2013 | F | 324 ⁽²⁾ | D | \$ 60.455 | 5,989 | D | |
| Common Stock | | | | | | 1,324 | 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 displays a currently valid OMB control number.

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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 (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. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit ⁽⁵⁾ | <u>(6)</u> | 10/01/2013 | | M | 2,000 ⁽¹⁾ | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,000 |
| Restricted Stock Unit ⁽⁵⁾ | <u>(6)</u> | 10/01/2013 | | M | 6,000 ⁽³⁾ | <u>(6)</u> | <u>(6)</u> | Common Stock | 6,000 |
| Restricted Stock Unit ⁽⁷⁾ | <u>(6)</u> | 10/01/2013 | | M | 4,000 ⁽⁴⁾ | <u>(6)</u> | <u>(6)</u> | Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOORE JOHN A
200 PEACH ST.
P.O. BOX 7000
EL DORADO, AR 71730

Former Secretary

Signatures

/s/ Walter K. Compton,
attorney-in-fact

10/03/2013

__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 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 a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 306 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(2) Shares withheld for taxes on RSU vesting.

(3) 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 a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 3,136 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(4) 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 2012 Long-Term Incentive Plan, the total includes a proration of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations. The reporting person forfeited 3,567 units in connection with the spin-off of Murphy USA Inc. on August 30, 2013.

(5) Award granted under the 2007 Long-Term Incentive Plan.

(6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date

(7) Award granted under the 2012 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.

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