

MURPHY OIL CORP /DE
Form 4
March 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
FITZGERALD KEVIN G

(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)
02/27/2015

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)
Retired

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 or (D) Price					
Common Stock	02/27/2015		M		34,673 (1)	A	(2)	101,096	D	
Common Stock	02/27/2015		D		34,673	D	\$ 51.16 (3)	66,423	D	
Common Stock	02/27/2015		M		3,349 (4)	A	(5)	69,772	D	
Common Stock	02/27/2015		F(6)		1,636	D	\$ 51.16	68,136	D	
Common Stock								2,622	I	Trustee Of Company

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit <u>(7)</u>	<u>(2)</u>	02/27/2015		M	34,673 <u>(1)</u>	02/27/2015 02/27/2015	Common Stock	34,673	
Restricted Stock Unit <u>(8)</u>	<u>(9)</u>	02/27/2015		M	9,000 <u>(4)</u>	<u>(9)</u> <u>(9)</u>	Common Stock	9,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD KEVIN G 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000				Retired

Signatures

/s/ Walter K. Compton,
attorney-in-fact
03/03/2015
**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)

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Original award of 30,000 phantom 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) Each phantom stock unit is the equivalent of one share of MUR common stock. On February 27, 2015, 34,673 of the reporting person's phantom stock units were settled for cash.
- (3) The phantom stock units were paid in cash based on the average high/low MUR price on February 27, 2015.
- (4) Represents Time-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 time-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 100% of the prorated award plus shares equivalent in value to accumulated dividends.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) Shares withheld for taxes on time-based RSU payout.
- (7) Time-lapse award received on 10/2/2012; payable in cash on 2/27/2015 or forfeited if not with Company at that time.
- (8) Time-based Restricted Stock Unit award granted under the 2012 Long-Term Incentive Plan.
- (9) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (10) A total of 5,750 time-based restricted stock units were forfeited on February 27, 2015, due to the reporting person's retirement from the Company.

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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