





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 21, 2014, Mr. John C. Rudolf (“Executive”) resigned as Executive Vice President, Marketing, of the Company (see the Company’s Report on Form 8 K filed with the Commission on May 22, 2014). In consideration of Executive’s release of claims against the Company and agreement to certain restrictive covenants, on May 27, 2014, the Company and Executive entered into an Agreement and Waiver of Rights (the “Agreement”). Under the Agreement, Executive will receive a cash payment of \$417,500, payable in four equal quarterly installments, a lump sum cash payment of \$120,000, and a pro rated portion of his 2014 award under the Company’s 2014 Annual Incentive Plan (the “Plan”), calculated based on actual performance, to be paid at the time awards are normally paid under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MURPHY USA INC.

Date: May 30, 2014    By: /s/ Donald R. Smith, Jr.  
Name: Donald R. Smith, Jr.  
Title: Vice President and Controller

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