

MURPHY OIL CORP /DE  
Form 4  
February 05, 2015

**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 \*  
**HAMMOCK KELLI M**

(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)  
**02/03/2015**

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)

Senior Vice President

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	02/03/2015		M		13,555 (1) (2)	A	\$ 0 21,039 D
Common Stock	02/03/2015		F(3)		4,643	D	\$ 49.65 16,396 D
Common Stock							180 I By Spouse
Common Stock							702 (4) 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option <sup>(5)</sup>	\$ 49.65	02/03/2015		A	22,000	<sup>(6)</sup> 02/03/2022	Common Stock	22,000
Restricted Stock Unit <sup>(7)</sup>	<sup>(8)</sup>	02/03/2015		A	10,000	<sup>(8)</sup> <sup>(8)</sup>	Common Stock	10,000
Restricted Stock Unit <sup>(9)</sup>	<sup>(8)</sup>	02/03/2015		A	5,000	<sup>(8)</sup> <sup>(10)</sup> <sup>(8)</sup> <sup>(10)</sup>	Common Stock	5,000
Restricted Stock Unit <sup>(11)</sup>	<sup>(8)</sup>	02/03/2015		M	11,070 <sup>(1)</sup> <sup>(2)</sup>	<sup>(8)</sup> <sup>(8)</sup>	Common Stock	11,070

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMMOCK KELLI M 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Senior Vice President	

## Signatures

/s/ Walter K. Compton,  
attorney-in-fact  
  
\*\*Signature of Reporting Person

02/05/2015  
  
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).

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- (1) Original award of 10,000 performance-based restricted 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.  
Represents performance-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 performance-based grant awarded under the 2007 Long-Term Incentive Plan, the total includes 109.975% of the original award, plus shares equivalent in value to accumulated dividends.
- (2) Shares withheld for taxes on RSU vesting.
- (3) Includes 18 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (4) Award granted under the 2012 Long-Term Incentive Plan.
- (5) The option vests in two equal installments, the first half two years after the original grant date and the final half three years after the original grant date
- (6) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (7) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) Vest date is February 3, 2018.
- (10) Performance-based restricted stock unit award granted under the 2007 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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