

MURPHY OIL CORP /DE
Form 4
December 06, 2016

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 *
MISNER ALLAN J.

(Last) (First) (Middle)

300 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)
12/02/2016

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)
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	(A) or (D)	Price
Common Stock	12/02/2016		M		6,500	A	(\$1)
Common Stock	12/02/2016		D		6,500	D	\$32.835 (\$2)
Common Stock					11,193	I	(\$3)

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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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. Price of Underlying Security (Instr. 3 and 4)
Phantom Stock Unit ⁽⁴⁾	<u>(1)</u>	12/02/2016		M	6,500	<u>(4)</u> <u>(4)</u>	Common Stock	6,500
Phantom Stock Unit	<u>(5)</u>					<u>(6)</u> <u>(6)</u>	Common Stock	2,481 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MISNER ALLAN J. 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Vice President	

Signatures

/s/ E. Ted Botner,
attorney-in-fact

12/06/2016

**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) Each share of phantom stock is the economic equivalent of one (1) share of Murphy Oil Corporation common stock. On December 2, 2016, 6,500 of the reporting person's phantom stock units were settled for cash.
- (2) The phantom stock units were paid in cash based on the average high/low MUR price on December 2, 2016.
- (3)

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Includes 1,122 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 2, 2016.

(4) Time-lapsed award received on 12/3/2013; payable in cash on 12/2/2016 or forfeited if not with the company at that time.

(5) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.

The reported phantom stock units were acquired under Murphy Oil Corporation's excess benefit plan and are to be settled upon the

(6) reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock units into an alternative investment account at any time prior to settlement.

(7) Includes 117 shares obtained through Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 2, 2016.

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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