MURPHY OIL CORP /DE

Form 4 May 15, 2014

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HERMES ROBERT A

2. Issuer Name and Ticker or Trading Symbol

MURPHY OIL CORP /DE [MUR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

10% Owner

200 PEACH STREET, P.O. BOX

7000

(Instr. 3)

Stock

(Month/Day/Year)

05/14/2014

Officer (give title below)

__X__ Other (specify below)

Retired Director

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X 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

EL DORADO, AR 71731-7000

(City) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common 05/14/2014

12,257 M \$0 45,892 (1)(2)(3)

D

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

(Month/Day/Year)

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number ction Derivative Securities 8) 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. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (6)	05/14/2014		M		,052 1) (2)	<u>(6)</u>	<u>(6)</u>	Common Stock	4,052	\$
Restricted Stock Unit	\$ 0 (6)	05/14/2014		M		,052 1) (2)	<u>(6)</u>	<u>(6)</u>	Common Stock	4,052	\$
Restricted Stock Unit (5)	\$ 0 (6)	05/14/2014		M		,654 (3)	<u>(6)</u>	(6)	Common Stock	3,654	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERMES ROBERT A 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Retired Director

Signatures

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

05/15/2014

**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) Original award of 3,660 time-based restricted stock units were adjusted by a ratio of 1.1070 on September 6, 2013 as a result of the spin-off of Murphy USA Inc.
- Represents Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis due to the retirement of the reporting person on May 14, 2014. Pursuant to the terms of the time-based grant awarded under the 2008 Stock Plan for Non-Employee Directors, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.
- Represents Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis due to the retirement of the reporting person on May 14, 2014. Pursuant to the terms of the time-based grant awarded under the 2013 Stock Plan for Non-Employee Directors, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.

Reporting Owners 2

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- (4) Restricted Stock Unit Award granted under the 2008 Stock Plan for Non-Employee Directors.
- (5) Restricted Stock Unit Award granted under the 2013 Stock Plan for Non-Employee Directors.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.