MURPHY OIL CORP /DE

Form 4

February 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GARDNER JOHN B

1. Name and Address of Reporting Person *

GARDNER JOHN B			Symbol	MURPHY OIL CORP /DE [MUR]					(Check all applicable)			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				Dimenten	100	/ Overage		
200 PEACH STREET, P.O. BOX 7000			(Month/Day/Year) 02/03/2015					Director 10% Owner X Officer (give title Other (specify below)				
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(EL DORADO, AR 71731-7000				ed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (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)	Ownership Indirect Form: Direct Beneficial D) or Ownership ndirect (I) (Instr. 4)		
Common Stock	02/03/2015			Code V M	Amount 5,422 (1) (2)	(D)	Price \$ 0	5,422	D			
Common Stock	02/03/2015			F(3)	1,855	D	\$ 49.65	3,567	D			
Common Stock								320 (4)	I	Trustee of Company Thrift Plan		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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 or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (5)	\$ 49.65	02/03/2015		A	13,000		<u>(6)</u>	02/03/2022	Common Stock	13,00
Restricted Stock Unit	<u>(8)</u>	02/03/2015		A	6,000		<u>(8)</u>	<u>(8)</u>	Common Stock	6,00
Restricted Stock Unit	<u>(8)</u>	02/03/2015		A	3,000		(8)(10)	(8)(10)	Common Stock	3,00
Restricted Stock Unit	<u>(8)</u>	02/03/2015		M		4,428 (1) (2)	<u>(8)</u>	(8)	Common Stock	4,42

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GARDNER JOHN B 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Treasurer

Signatures

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

02/05/2015

**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) Original award of 4,000 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.

(2)

Reporting Owners 2

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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.

- (3) Shares withheld for taxes on RSU vesting.
- (4) Includes 8 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2014.
- (5) Award granted under the 2012 Long-Term Incentive Plan.
- (6) 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
- (7) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (8) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (9) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (10) Vest date is February 3, 2018.
- (11) 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. 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.