MURPHY OIL CORP /DE

Form 4

February 04, 2016

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

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

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

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 Adda BOTNER E TI	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MURPHY OIL CORP /DE [MUR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
300 PEACH STREET, P.O. BOX 7000 (Street) EL DORADO, AR 71731-7000			(Month/Day/Year) 02/02/2016	Director 10% OwnerX Officer (give title Other (specify below) Vice President & Secretary 6. Individual or Joint/Group Filing(Check		
			4. If Amendment, Date Original			
			Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Report Form filed by More than C Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	nuired. Disposed of, or Beneficially Owne		

	(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficia	lly Owned
į	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
	Common Stock	02/02/2016		M	934 (1)	A	\$ 0	8,250	D	
	Common Stock	02/02/2016		F(3)	311	D	\$ 17.565	7,939 (4)	D	
	Common Stock							3,369 (5)	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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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Stock Option (6)	\$ 17.565	02/02/2016		A	12,000		<u>(7)</u>	02/02/2023	Common Stock	12
Performance Stock Unit (6)	<u>(8)</u>	02/02/2016		A	5,000		(8)	(8)	Common Stock	5.
Restricted Stock Unit (6)	<u>(8)</u>	02/02/2016		A	3,000		(8)(9)	(8)(9)	Common Stock	3,
Restricted Stock Unit	<u>(8)</u>	02/02/2016		M		1,882 (1) (2)	(8)	(8)	Common Stock	1,
Phantom Stock Unit	(11)						(12)	<u>(12)</u>	Common Stock	1.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOTNER E TED 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Vice President & Secretary

Signatures

/s/ Walter K. Compton, attorney-in-fact

02/04/2016

**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) Original award of 1,700 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.

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 2012 Long-Term Incentive Plan, the total includes 45.775% of the original award, plus shares equivalent in value to accumulated dividends.
- (3) Shares withheld for taxes on RSU vesting.
- (4) Includes 29 shares obtained through the Company Employee Stock Purchase Plan. The information in this report is based on a plan statement dated December 31, 2015.
- (5) Includes 182 shares obtained under the Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2015.
- (6) Award granted under the 2012 Long-Term Incentive Plan
- (7) 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.
- (8) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (9) Vest date is February 2, 2019.
- (10) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (11) 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 (12) 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.
- (13) Includes 366 shares obtained under the Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2015.

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.