#### 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 APPROVAL

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January 31,

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Form 4 or
Form 5
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Filed pursuant to Section 17(a) of the Pursuant to Section 17(b) of the Pursuant to Section 17(a) of the Pursuant to Section 17(b) of the Pursuant to Sect

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

. .

Common

Stock

02/03/2015

1(b).

(Print or Type Responses)

See Instruction

1. Name and A BOTNER E	Symbol	2. Issuer Name and Ticker or Trading Symbol MURPHY OIL CORP /DE [MUR]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 200 PEACH 7000	I STREET, P.O. I	(Month/D 3OX 02/03/20	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) Secretary			
EL DORAL	(Street) OO, AR 71731-70( (State)	Filed(Mor	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Tabi	3.	4. Securi on(A) or Di (Instr. 3,	ties Ac	quired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Stock	02/03/2015		M	$\frac{2,711}{(1)(2)}$	A	\$0	8,216	D		

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

 $F^{(3)}$ 

929

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SEC 1474

(9-02)

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<sup>4</sup>9.65 7,287 (4)

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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. Transactio 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 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	12,000		<u>(6)</u>	02/03/2022	Common Stock	12,00
Restricted Stock Unit	<u>(8)</u>	02/03/2015		A	5,000		<u>(8)</u>	<u>(8)</u>	Common Stock	5,00
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		2,214 (1) (2)	<u>(8)</u>	(8)	Common Stock	2,21

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOTNER E TED 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Secretary

# **Signatures**

/s/ Walter K. Compton, 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).
- Original award of 2,000 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 75.475% of the original award, plus shares equivalent in value to accumulated dividends.
- (3) Shares withheld for taxes on RSU vesting.

Reporting Owners 2

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- (4) Includes 16 shares obtained through the Company Employee Stock Purchase 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.