

MURPHY ROBERT MADISON
Form 4
February 03, 2005

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 *
MURPHY ROBERT MADISON

(Last) (First) (Middle)

P. O. BOX 7000, 200 PEACH STREET

(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)
02/01/2005

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)

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)
Common Stock				(A) or (D)	322,072	D	
Common Stock				(A) or (D)	95,107.4 ⁽¹⁾	I	Trustee for my children.
Common Stock				(A) or (D)	17,110 ⁽¹⁾	I	Others as Trustee for children.
Common Stock				(A) or (D)	196,038	I	Limited Partnership
Common Stock				(A) or (D)	723,038	I	Beneficiary of Trusts.

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Common Stock						1,237,540 ⁽¹⁾	I	Co-Trustee of Family Trusts.
Common Stock						33,840 ⁽¹⁾	I	Spouse.
Common Stock						623,796 ⁽²⁾	I	Murphy Foundation
Common Stock						5,125 ⁽³⁾	I	Trustee for Murphy Thrift Plan
Common Stock	02/01/2005		A	<u>1,275</u> ⁽⁴⁾	A	\$ 0	2,015 ⁽⁴⁾	D

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

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(9-02)

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 or Value of Underlying Securities (Instr. 3 and 4)
Stock Option ⁽⁵⁾	\$ 47.16					Date Exercisable: 05/14/2004 Expiration Date: 05/14/2013	Common Stock	Amount or Number of Shares: 2,000
Stock Option ⁽⁵⁾	\$ 47.16					Date Exercisable: 05/14/2005 Expiration Date: 05/14/2013	Common Stock	Amount or Number of Shares: 2,000
Stock Option ⁽⁵⁾	\$ 47.16					Date Exercisable: 05/14/2006 Expiration Date: 05/14/2013	Common Stock	Amount or Number of Shares: 2,000
Stock	\$ 60.59					Date Exercisable: 02/03/2005 Expiration Date: 02/03/2014	Common	Amount or Number of Shares: 700

Option (5)					Stock	
Stock Option (5)	\$ 60.59		02/03/2006	02/03/2014	Common Stock	700
Stock Option (5)	\$ 60.59		02/03/2007	02/03/2014	Common Stock	700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY ROBERT MADISON P. O. BOX 7000 200 PEACH STREET EL DORADO, AR 71731-7000		X		

Signatures

Robert Madison Murphy by Walter K. Compton	02/03/2005
<u> </u> 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) Beneficial ownership is expressly disclaimed.
- (2) I am President of the Foundation. Beneficial ownership is expressly disclaimed.
- (3) Number of shares owned as of December 31, 2004.
- (4) Restricted stock issued pursuant to the Non-Employee Director Stock Plan approved on May 14, 2003. Reporting person has voting and dividend rights only.
- (5) Non-Employee Director Stock Option issued under Non-Employee Director Stock Plan approved on May 14, 2003.

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.