

MURPHY OIL CORP /DE
Form 4
May 15, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SMITH DAVID J H

(Last) (First) (Middle)
200 PEACH STREET, P.O. BOX 7000
(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)
05/14/2014

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)
Retired Director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| | | | Code V | Amount (1) (2) (3) | | | |
| Common Stock | 05/14/2014 | | M | 12,257 (1) (2) (3) | A \$ 0 49,142 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. 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. Pr Deriv Secur (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---------------------------|----------|------------|--|------|---|-----|---------------|------------------|-----------------|--------------|----------------------------|----|
| Restricted Stock Unit (4) | \$ 0 (6) | 05/14/2014 | | M | | | 4,052 (1) (2) | (6) | (6) | Common Stock | 4,052 | \$ |
| Restricted Stock Unit (4) | \$ 0 (6) | 05/14/2014 | | M | | | 4,052 (1) (2) | (6) | (6) | Common Stock | 4,052 | \$ |
| Restricted Stock Unit (5) | \$ 0 (6) | 05/14/2014 | | M | | | 3,654 (3) | (6) | (6) | Common Stock | 3,654 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| SMITH DAVID J H 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.

(2) 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.

(3) 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.

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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.