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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 10, 2015, Mr. Jeffrey A. Goodwin (“Executive”) Senior Vice President, Retail Operations, announced his retirement from the Company (see the Company’s Report on Form 8-K filed with the Commission on February 12, 2015). In consideration of Executive’s release of claims against the Company and agreement to certain restrictive covenants, on March 6, 2015, the Company and Executive entered into a Retirement Agreement (the “Agreement”). Under the Agreement, Executive will receive a cash payment of \$332,500, payable in four equal quarterly installments and a lump sum cash payment of \$31,972 to compensate him for unused vacation time. Awards under the Company’s Long-term Incentive Plan will be treated in accordance with the terms of the plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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MURPHY USA INC.

Date: March 10, 2015 By: /s/ Donald R. Smith, Jr.

Name: Donald R. Smith, Jr.

Title: Vice President and Controller
