### Edgar Filing: MURPHY OIL CORP /DE - Form 4

MURPHY O Form 4 February 06,	IL CORP /DE 2014									
								OMB A	PPROVAL	
FORM	<b>4</b> UNITED S		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287	
Check thi if no long subject to Section 10 Form 4 or	er <b>STATEM</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)									
1. Name and Address of Reporting Person <u></u> FITZGERALD KEVIN G			ier Name <b>and</b> PHY OIL C				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	liddle) 3. Date	3. Date of Earliest Transaction				(Che	ck all applicabl	e)	
200 PEACH 7000	Aonth/Day/Year) 2/04/2014				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President & CFO					
	Amendment, Date Original l(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
EL DORAD	O, AR 71731-700	00					Form filed by Person	More than One R	eporting	
(City)	(State) (	Zip) Ta	ble I - Non-E	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	on(A) or Dis (D)	sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	02/04/2014		М	18,506 (1) (2)	А	\$0	60,844	D		
Common Stock	02/04/2014		F <u>(3)</u>	9,032	D	\$0	51,812	D		
Common Stock							2,460	Ι	Trustee Of Company Thrift Plan	

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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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. Transactio Code (Instr. 8)	5. Numbe orDerivative Securities (A) or Dis (D) (Instr. 3, 4	e Acquired sposed of	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
Restricted Stock Unit	\$ 0 <u>(5)</u>	02/04/2014		М		22,140 $(1) (2)$	<u>(5)</u>	(5)	Common Stock	22
Stock Option <u>(6)</u>	\$ 55.82	02/04/2014		А	30,000		02/04/2016	02/04/2021	Common Stock	30
Restricted Stock Unit	\$ 0 <u>(5)</u>	02/04/2014		А	18,000		(5)	(5)	Common Stock	18
Restricted Stock Unit	\$ 0 <u>(5)</u>	02/04/2014		А	9,000		(5)(9)	(5)(9)	Common Stock	9,

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FITZGERALD KEVIN G 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Executive Vice President & CFO				
Signatures							
/s/ Walter K. Compton, attorney-in-fact		02/06/201	4				

Date

### **Explanation of Responses:**

\*\*Signature of Reporting Person

\* 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 20,000 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.

(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 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.
- (4) Performance-based restricted stock unit award granted under the 2007 Long-Term Incentive Plan.
- (5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (6) Award granted under the 2012 Long-Term Incentive Plan.
- (7) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) Vest date is February 4, 2017.

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.