MURPHY OIL CORP /DE

Form 4

February 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

Expires:

5. Relationship of Reporting Person(s) to

2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STOBAUG	H BILLY H		Symbol MURP	HY OIL (CORP /D	E [M	UR]	Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				,	(Check all applicable)			
200 PEACH STREET, P.O. BOX 7000			(Month/Day/Year) 02/04/2014					Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
EL DORAI	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
EL DORAL	70, AK /1/31	-7000						Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution			4. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D)	Price	(Instr. 3 and 4)			
Common Stock	02/04/2014			M	13,879 (1) (2)	A	\$ 0	20,719	D		
Common Stock	02/04/2014			F(3)	6,123	D	\$ 55.82	14,596	D		
Common Stock								35,846	I	Shares held by LLC	

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

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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. Number of or 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 Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Unit	\$ 0 (5)	02/04/2014		M		16,605 (1) (2)	<u>(5)</u>	<u>(5)</u>	Common Stock	16
Stock Option (6)	\$ 55.82	02/04/2014		A	17,000		02/04/2016	02/04/2021	Common Stock	17
Restricted Stock Unit (7)	\$ 0 (5)	02/04/2014		A	10,000		<u>(5)</u>	<u>(5)</u>	Common Stock	10
Restricted Stock Unit	\$ 0 (5)	02/04/2014		A	5,000		(5)(9)	(5)(9)	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STOBAUGH BILLY H 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Executive Vice President

Signatures

/s/ Walter K. Compton, attorney-in-fact

02/06/2014

**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).
- Original award of 15,000 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)

Reporting Owners 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.