

Clyde R Andrew
 Form 4
 February 08, 2019

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 *
 Clyde R Andrew

2. Issuer Name and Ticker or Trading Symbol
 Murphy USA Inc. [MUSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

200 PEACH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EL DORADO, AR 71730

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/06/2019		M	43,725 (1) A \$ 0	129,059	D	
Common Stock	02/06/2019		F	18,274 (1) D \$ 76.15	110,785	D	
Common Stock					1,500	I	401(k) Plan

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

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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. 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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Performance Stock Unit ⁽²⁾	⁽³⁾	02/06/2019		M		43,725	⁽³⁾	⁽³⁾	Common Stock
Performance Stock Unit ⁽²⁾	⁽³⁾	02/06/2019		A	23,800		⁽³⁾	⁽³⁾	Common Stock
Restricted Stock Unit ⁽²⁾	⁽³⁾	02/06/2019		A	11,900		⁽³⁾	⁽³⁾	Common Stock
Stock Option ⁽²⁾	\$ 76.15	02/06/2019		A	44,600		⁽⁵⁾	02/06/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clyde R Andrew 200 PEACH STREET EL DORADO, AR 71730	X		President & CEO	

Signatures

/s/ Gregory L. Smith,
attorney-in-fact

02/08/2019

__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).

- As a result of the determination of the amount of PSUs earned for the performance period ended December 31, 2018, this total includes
- (1) the incremental number of PSUs (that is, 165.0% of the target amount, or 17,225 PSUs above the target number of 26,500 originally reported on the Form 4 when the PSU grant was made).
 - (2) Time based restricted stock award granted under the 2013 Long-term Incentive Plan.
 - (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
 - (4) Includes an adjustment of 11,980 additional units to correct error on 2/7/2018 Form 4. 31,380 PSUs achieved were subtracted from the total instead of 19,400 PSUs, which was the target number.

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(5) The option vests in two equal installments, the first half two years after the grant date and the final half three years after the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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