FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

rradimigram, D. C. Z.		

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  MURPHY ROBERT MADISON												ationship of Reporting Person(s) to Issuer k all applicable)							
MURPE	1Y KUB	<u>EKI MADIS</u>	<u>OUN</u>		1	1010	4.11	. 0111	<u> </u>	الدا	<u>- [ 141014 ]</u>			X	Director			10%	Owner
(Last) 200 PEAC P.O. BOX	CH STREE	irst) ET	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2015								Officer ( below)	give title	e	Othe belov	r (specify v)	
P.O. BOX	. 7000				_ 4.	If Am	endme	ent, Date o	f Origina	al Filed	d (Month/Day/	Year)		6. Ind Line)	dividual or Jo	oint/Gro	up Filing	(Check A	Applicable
(Street) EL DORA	ADO A	R	71731-70	000										X	Form fil	-	ne Repo	•	
(City)	(S	tate)	(Zip)																
		Та	ble I - N	on-Der	rivati	ve S	ecur	ities Ac	quired	l, Dis	sposed of	, or Ber	nefici	ally	Owned				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) E	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 a		(A) or 3, 4 and	d 5)	Securities Beneficially Owned Follo	Beneficially Owned Following		oirect idirect :. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		Reported Transaction (Instr. 3 and	(s)   4)			(Instr. 4)
Common S	Stock			01/3	0/201	5			M		4,511(1)(2)	A	\$0	)	781,40	05	Б	)	
Common S	Stock														1,232,7	719	I		Beneficiary Of Trusts
Common S	Stock					Ì									232,84	44	I		By Spouse
Common S	Stock														1,495,9	949	I	.	Co-trustee Of Family Trusts
Common S	Stock														224,24	42	I		Partnership
Common S	Stock														144,00	00	I	:	Trustee For My Children
			Table II	- Deriv	ative puts	e Sec s, cal	curiti	ies Acqı varrants	uired, , optic	Disp ons,	oosed of, o	or Bene le secu	ficial rities	lly (	Owned				
Derivative   Conversion   Da		3. Transaction Date Executic (Month/Day/Year)  (Month/L		Date, Transaction Code (Inst					6. Date Exerc Expiration D (Month/Day/		Date	7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followir Reporte	ive Own ies Forn cially Dire or In ing (I) (I	10. Owners Form: Direct (I or Indire (I) (Instr	Beneficial Ownership ect (Instr. 4)
				C	Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amo or Num of Shar	ber		Transaction(s) (Instr. 4)			
Restricted Stock Unit <sup>(3)</sup>	(4)	01/30/2015			М			4,052 <sup>(1)(2)</sup>	(	4)	(4)	Common Stock	4,0	52	\$0	7,	314	D	
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## Explanation of Responses:

- 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. 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. Restricted Stock Unit Award granted under the 2008 Stock Plan for Non-Employee Directors.
- 4. These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

/s/ E. Ted Botner, attorney-in-

02/03/2015

<u>fact</u>

\*\* Signature of Reporting Person

Date

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

- \* 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).

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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