

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* DEMBROSKI GEORGE S			2. Issuer Name and Ticker or Trading Symbol MURPHY OIL CORP /DE [MUR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
200 PEACH STREET P. O. BOX 7000			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) EL DORADO AR 71731-7000								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2004		J		740 ⁽¹⁾		A	\$0	1,740	D

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option ⁽²⁾	\$47.16							05/14/2004	05/14/2013	Common Stock	2,000		2,000	D	
Stock Option ⁽²⁾	\$47.16							05/14/2005	05/14/2013	Common Stock	2,000		4,000	D	
Stock Option ⁽²⁾	\$47.16							05/14/2006	05/14/2013	Common Stock	2,000		6,000	D	
Stock Option ⁽²⁾	\$60.59	02/03/2004		A		700		02/03/2005	02/03/2014	Common Stock	700	\$0	6,700	D	
Stock Option ⁽²⁾	\$60.59	02/03/2004		A		700		02/03/2006	02/03/2014	Common Stock	700	\$0	7,400	D	
Stock Option ⁽²⁾	\$60.59	02/03/2004		A		700		02/03/2007	02/03/2014	Common Stock	700	\$0	8,100	D	

Explanation of Responses:

1. Restricted stock issued pursuant to the Non-Employee Director Stock Plan approved May 14, 2003.
2. Non-Employee Director stock option granted under the Non-Employee Director Stock Plan approved on May 14, 2003.

George S. Dembroski by Walter K. Compton 02/05/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steven A. Cosse', Walter K. Compton, Renee' J. Bryant. E. Ted Bother, John /

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Murphy Oil Corporation (the ".Company"), Forms 3, 4 with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder.; and
(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5; complet

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary. c

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's l

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of February, 2004.

Signature: s/George S. Dembroski
George S. Dembroski