

**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* <b>THEUS CAROLINE G</b>  (Last) (First) (Middle) <b>200 PEACH STREET</b> <b>P. O. BOX 7000</b>  (Street) <b>EL DORADO AR 71731-7000</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MURPHY OIL CORP/DE [ MUR ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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 <sup>(1)</sup>	A	\$0	207,664	D	
Common Stock								322,684	I	As Beneficiary of trusts.
Common Stock								3,342 <sup>(2)</sup>	I	Self, Trustee for my son.
Common Stock								1,343,130 <sup>(2)</sup>	I	Trustee for siblings.

**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					
Stock Option <sup>(3)</sup>	\$47.16							05/14/2004	05/14/2013	Common Stock	2,000	2,000	D	
Stock Option <sup>(3)</sup>	\$47.16							05/14/2005	05/14/2013	Common Stock	2,000	4,000	D	
Stock Option <sup>(3)</sup>	\$47.16							05/14/2006	05/14/2013	Common Stock	2,000	6,000	D	
Stock Option <sup>(3)</sup>	\$60.59	02/03/2004		A		700		02/03/2005	02/03/2014	Common Stock	700	\$0	6,700	D
Stock Option <sup>(3)</sup>	\$60.59	02/03/2004		A		700		02/03/2006	02/03/2014	Common Stock	700	\$0	7,400	D
Stock Option <sup>(3)</sup>	\$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 on May 14, 2003.
2. Beneficial ownership is expressly disclaimed.
3. Non-Employee Director stock option granted under the Non-Employee Director Stock Plan approved on May 14, 2003.

Caroline G. Theus by Walter K. Compton 02/04/2004

\*\* 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.**