## FORM 4

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

Washington, D.C. 20549

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

**OMB APPROVAL** OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

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

									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
									v Officer		Othe	Owner er (specify	
	3. Date of Earliest Transac 02/06/2007				ction (Month/Day/Year)				President & CEO			w)	
	4. If Amendment, Date of Original Filed (Month/Day/Yea						y/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)				
)									Form filed by More than One Reporting				
									Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction 2. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of													
Date	/Year)	Execution Date,		Transaction		Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Owned Following Reported		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	Transaction	n(s) i 4)		,	
02/06/2	007			A <sup>(1)</sup>		55,000	A	\$0	752,9	07	D		
									1,529,	536	I	Beneficiary of Trusts	
									43,88	38	I	By Spouse	
									81,11	5.2	I	Family Limited Partnership	
									50,79	93	I	Indirectly by daughter	
									287,2	22	I	Self, Trustee for my children	
									52,81	16	I	Trustee, Company Thrift Plan	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
Title of 2. 3. Transaction 3A. Deemed 4. Execution Date, Transaction		n Derivative E		6. Date Exercisable and Expiration Date			7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported Transactio	Owners Form: Direct ( or Indir	Beneficial Ownership ect (Instr. 4)	
Cod	e V	(A)					Title	or Number		(Instr. 4)			
A		175,000		02/06/20	09	02/06/2014	Common Stock	175,00	\$0	175,00	00 D		
	Derivation of the property of	3. Date 02/06/  4. If Am  Derivative Setency, puts, cate, arm and the control of	3. Date of Earliest 02/06/2007  4. If Amendment, Earliest 02/06/2007  2A. Deemed Execution If any (Month/Day) (Month/Day)  02/06/2007  2A. Deemed Execution If any (Month/Day) (Month/Day) (Month/Day) (Month/Day)  02/06/2007  25. Number Calls, warr.  26. A. Transaction Code (Instr. 8)  Code V (A)	3. Date of Earliest Transa 02/06/2007  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  Derivative Securities Acque.g., puts, calls, warrants, e.e., Transaction Code (Instr. 8)  4. Transaction Securities Acque.g., puts, calls, warrants, e.e., arransaction Code (Instr. 8)  Code V (A) (D)	3. Date of Earliest Transaction (Mo2/06/2007  4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year)  Derivative Securities Acquired  Transaction ate Execution Date, if any (Month/Day/Year)  Code  02/06/2007  A(1)  Derivative Securities Acquired, Ie.g., puts, calls, warrants, optio  e, e, Transaction Code (Instr. Securities Acquired (A) or (D) Code (Month/Day/Year)  A(1)  Derivative Securities Acquired, Ie.g., puts, calls, warrants, optio  A(1)  Derivative Securities Acquired, Ie.g., puts, calls, warrants, optio  (Month/Day/Year)  Derivative Securities Acquired (A) or (D) Code (Instr. Securities Acquired (A) or (D) (D) (D) Code (Instr. Securities Acquired (A) or (D)	### Acquired (A) or Disposed of (D) (Instr. aar)  ### Acquired (A) or Disposed of (D) (Instr. aar)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)  ### Acquired (A) or Disposed of (D) (Instr. a) (Month/Day/Year)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V Amount  A(1) 555,000  Derivative Securities Acquired, Disposed of V Amount  Transaction Code (Instr. 8)  Derivative Securities Acquired, Disposed of Oberivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date	MURPHY OIL CORP /DE [ MUR ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2A. Deemed Execution Date, If any (Month/Day/Year)  2A. Deemed Execution Date, If any (Month/Day/Year)  Code   V   Amount   (A) or (D) or	A lift Amendment, Date of Original Filed (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction Date (Instr. S)  3. Transaction Date (Instr. S)  3. Transaction Date (Instr. S)  3. Date of Earliest Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. S)  5. Date Exercisable and (Instr. S)  4. Securities Acquired (A) or Disposed of (D) (Instr. S)  5. Date Exercisable and (Instr. S)  6. Date Exerc	MURPHY OIL CORP /DE [ MUR ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or J. Line)  X Form file Form	MURPHY OIL CORP /DE [ MUR ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Amount of Execution Date, (Month/Day/Year)  Code   v   Amount   (A) or   Price   Securities   Senetically   Owned   Securities   Securities   Senetically   Owned   Securities   Senetically   Owned   Securities   Senetically   Owned   Securities   Senetically   Owned   Own	MURPHY OIL CORP /DE   MUR   (Check all applicable)   X Director   10%   10%   X Director   10%   X Director	

1. Restricted Stock Award granted under the 2007 Management Stock Incentive Plan.

# Remarks:

/s/ Walter K. Compton, 02/08/2007 Attorney-in-Fact

\*\* Signature of Reporting Person

Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).