SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0362 e burde

Form 3 Holdings Reported.			ANNUA	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934							Estimated average burden hours per response:			
Form 4 Transactions Reported				or	Section 30(h) of t	he Investment Company Act	of 1940							
1. Name and Address of Reporting Person* <u>FITZGERALD KEVIN G</u>				2. Issuer Name a MURPHY (5. Relationship of (Check all applical Direc X Offic	ble)	.,	10% Owner Other (specify	below)	
(Last) (First) (Middle) 200 PEACH STREET P. O. BOX 7000				3. Statement for I: 12/31/2003	ssuer's Fiscal Yea	r Ended (Month/Day/Year)		Treasurer						
(Street) EL DORADO AR 71731-7000				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)														
			Table I - I	Non-Derivativ	e Securities	Acquired, Disposed o	f, or Ben	eficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date,	ecution Date, Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of		6. Ownership For Direct (D) or Indire		7. Nature of Indirect Beneficial Ownership	
			(Month/Day/Year)	if any (Month/Day/Year)		Amount	(A) or (D)	Price		Issuer's Fiscal Year (Instr. 3 and 4)		(Instr. 4)		
Common Stock			12/31/2003		J	21(1)	Α	\$0	4	,547	D			
Common Stock			12/31/2003		J	94	А	\$0	5	12 ⁽²⁾	Ι			
			Table I			quired, Disposed of, ts, options, convertik								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date Exe (Month/Day/Year) if an	Deemed ecution Date, ny onth/Dav/Year)	str. 8) Securities	of Derivative Acquired (A) or of (D) (Instr. 3, 4 ar	6. Date Exercisable and Expiration Date (Month/Day/Year)		and Amount of Securitie ive Security (Instr. 3 and		8. Price of Derivative Security (Instr. 5)		Trustee of Company Thrift Plan 10. Ownership Form: Direct (p) or indirect (p) or indirect (p) or indirect (p) or indirect (p) or indirect 11. Nature of Indirect Beneficial Ownership		

	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)		Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)				(Instr. 5)	Beneficially	(I) (Instr. 4)	Ownership
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Owned Following Reported Transaction(s) (Instr. 4)		(Instr. 4)
Stock Option ⁽³⁾	\$28.4844						02/01/2002	02/01/2010	Common Stock	7,500		7,500	D	
Stock Option ⁽³⁾	\$28.4844						02/01/2003	02/01/2010	Common Stock	7,500		15,000	D	
Stock Option ⁽³⁾	\$30.83						02/06/2003	02/06/2011	Common Stock	8,500		23,500	D	
Stock Option ⁽³⁾	\$30.83						02/06/2004	02/06/2011	Common Stock	8,500		32,000	D	
Stock Option ⁽³⁾	\$38.8525						02/05/2004	02/05/2012	Common Stock	10,000		42,000	D	
Stock Option ⁽³⁾	\$38.8525						02/05/2005	02/05/2012	Common Stock	10,000		52,000	D	
Stock Option ⁽³⁾	\$42.34						02/04/2005	02/04/2013	Common Stock	8,750		60,750	D	
Stock Option ⁽³⁾	\$42.34						02/04/2006	02/04/2013	Common Stock	8,750		69,500	D	

Explanation of Responses:

Shares obtained through the Murphy Oil Corporation Employee Stock Purchase Plan through dividend reinvestment
 Number of shares owned as of December 31, 2003.

3. Employee Stock Option granted under Murphy 1992 Stock Incentive Plan.

Kevin G. Fitzgerald ** Signature of Reporting Person

01/13/2004 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.

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 Bc

(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,

(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; con 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, 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 unc IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27 day of August, 2002.

POWER OF ATTORNEY