

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>MURPHY ROBERT MADISON</b>  (Last) (First) (Middle) <b>P. O. BOX 7000</b> <b>200 PEACH STREET</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	322,812	D	
Common Stock								95,107.4 <sup>(2)</sup>	I	Trustee for my children.
Common Stock								17,110 <sup>(2)</sup>	I	Others as Trustee for children.
Common Stock								196,038	I	Limited Partnership
Common Stock								723,038	I	Beneficiary of Trusts.
Common Stock								1,237,540 <sup>(2)</sup>	I	Co-Trustee of Family Trusts.
Common Stock								33,840 <sup>(2)</sup>	I	Spouse.
Common Stock								637,722 <sup>(3)</sup>	I	Murphy Foundation
Common Stock								5,102 <sup>(4)</sup>	I	Trustee for Murphy Thrift Plan

**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>(5)</sup>	\$47.16							05/14/2004	05/14/2013	Common Stock	2,000	2,000	D	
Stock Option <sup>(5)</sup>	\$47.16							05/14/2005	05/14/2013	Common Stock	2,000	4,000	D	
Stock Option <sup>(5)</sup>	\$47.16							05/14/2006	05/14/2013	Common Stock	2,000	6,000	D	
Stock Option <sup>(5)</sup>	\$60.59	02/03/2004		A		700		02/03/2005	02/03/2014	Common Stock	700	\$0	6,700	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 <sup>(5)</sup>	\$60.59	02/03/2004		A		700		02/03/2006	02/03/2014	Common Stock	700	\$0	7,400	D	
Stock Option <sup>(5)</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. I am President of the Foundation. Beneficial ownership is expressly disclaimed.
4. Number of shares owned as of December 31, 2003.
5. Non-Employee Director Stock Option issued under the Non-Employee Director Stock Plan approved on May 14, 2003.

Robert Madison Murphy by                      02/04/2004  
Walter K. Compton

\*\* 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.**