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

FORM 10-Q

(Mark one)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended JUNE 30, 1999

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______________ to _______________

Commission File Number 1-8590

MURPHY OIL CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	71-0361522
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
200 PEACH STREET P. O. BOX 7000, EL DORADO, ARKANSAS	71731-7000
(Address of principal executive offices)	(Zip Code)

(870) 862-6411
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes   No

Number of shares of Common Stock, $1.00 par value, outstanding at June 30, 1999, was 44,966,199.

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PART I - FINANCIAL INFORMATION

Murphy Oil Corporation and Consolidated Subsidiaries
CONSOLIDATED BALANCE SHEETS
(Thousands of dollars)

	(unaudited) June 30, 1999	December 31, 1998
ASSETS		
Current assets		
Cash and cash equivalents	$ 44,895	28,271
Accounts receivable, less allowance for doubtful accounts of $10,777 in 1999 and $11,048 in 1998	264,676	233,906
Inventories		
Crude oil and blend stocks	54,561	41,090
Finished products	66,150	49,714
Materials and supplies	37,421	38,973
Prepaid expenses	38,529	32,292
Deferred income taxes	14,172	13,120

	1999	1998
Total current assets	520,404	437,366
Property, plant and equipment, at cost less accumulated depreciation, depletion and amortization of $3,024,585 in 1999 and $2,985,854 in 1998	1,721,010	1,662,362
Deferred charges and other assets	65,897	64,691
Total assets	$2,307,311	2,164,419
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current maturities of long-term debt	$ 67	5,951
Notes payable	-	1,961
Accounts payable and accrued liabilities	378,346	349,887
Income taxes	27,510	22,951
Total current liabilities	405,923	380,750
Notes payable	344,233	189,705
Nonrecourse debt of a subsidiary	143,129	143,768
Deferred income taxes	142,318	124,543
Reserve for dismantlement costs	154,151	154,686
Reserve for major repairs	11,940	43,519
Deferred credits and other liabilities	147,712	149,215
Stockholders' equity		
Cumulative Preferred Stock, par $100, authorized 400,000 shares, none issued	-	-
Common Stock, par $1.00, authorized 80,000,000 shares, issued 48,775,314 shares	48,775	48,775
Capital in excess of par value	511,019	510,116
Retained earnings	522,752	545,199
Accumulated other comprehensive income - foreign currency translation	(22,413)	(23,520)
Unamortized restricted stock awards	(2,663)	(2,361)
Treasury stock, 3,809,115 shares of Common Stock in 1999, 3,824,838 shares in 1998, at cost	(99,565)	(99,976)
Total stockholders' equity	957,905	978,233
Total liabilities and stockholders' equity	$2,307,311	2,164,419

See Notes to Consolidated Financial Statements, page 4.

The Exhibit Index is on page 16.

Murphy Oil Corporation and Consolidated Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(Thousands of dollars, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998*	1999	1998*
REVENUES				
Crude oil and natural gas sales	$100,673	79,682	184,736	160,183
Petroleum product sales	340,675	344,889	545,822	683,208
Other operating revenues	8,614	23,222	22,283	44,161
Interest and other nonoperating revenues	529	852	1,916	1,744
Total revenues	450,491	448,645	754,757	889,296
COSTS AND EXPENSES				
Crude oil, products and related operating expenses	334,985	323,975	555,000	653,396
Exploration expenses, including undeveloped lease amortization	13,694	21,906	40,033	39,960
Selling and general expenses	16,902	16,876	33,428	33,644
Depreciation, depletion and amortization	50,445	47,571	97,040	97,843
Provision for reduction in force	-	-	1,513	-
Interest expense	7,701	4,094	13,317	7,970
Interest capitalized	(1,435)	(2,636)	(2,580)	(5,186)
Total costs and expenses	422,292	411,786	737,751	827,627
Income before income taxes	28,199	36,859	17,006	61,669
Federal and state income tax expense	3,120	12,680	114	20,413
Foreign income tax expense	9,359	1,980	7,870	3,516
NET INCOME	$ 15,720	22,199	9,022	37,740
Net income per Common share - basic	$ .35	.49	.20	.84
Net income per Common share - diluted	$ .35	.49	.20	.84
Cash dividends per Common share	$ .35	.35	.70	.70
Average Common shares outstanding - basic	44,963,681	44,959,704	44,959,429	44,948,944
Average Common shares outstanding - diluted	45,035,215	45,034,378	44,981,607	45,024,016

*Revenues have been reclassified to conform to 1999 presentation.

Murphy Oil Corporation and Consolidated Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(Thousands of dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
Net income	$15,720	22,199	9,022	37,740
Other comprehensive				

income (loss) - net gain (loss) from foreign currency translation	3,335	(14,328)	1,107	(7,949)
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COMPREHENSIVE INCOME	$19,055	7,871	10,129	29,791
	======	======	======	======

See Notes to Consolidated Financial Statements, page 4.

Murphy Oil Corporation and Consolidated Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(Thousands of dollars)

	Six Months Ended June 30, 1999	1998
OPERATING ACTIVITIES		
Net income	$ 9,022	37,740
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation, depletion and amortization	97,040	97,843
Provisions for major repairs	8,337	11,347
Expenditures for major repairs and dismantlement costs	(40,771)	(17,210)
Exploratory expenditures charged against income	34,511	34,554
Amortization of undeveloped leases	5,522	5,406
Deferred and noncurrent income tax charges	13,622	11,526
Pretax gains from disposition of assets	(280)	(708)
Other - net	6,571	6,026
	133,574	186,524
Net increase in operating working capital other than cash and cash equivalents	(33,396)	(20,602)
Other adjustments related to operating activities	(8,858)	(4,366)
Net cash provided by operating activities	91,320	161,556
INVESTING ACTIVITIES		
Capital expenditures requiring cash	(187,082)	(197,088)
Proceeds from sale of property, plant and equipment	2,355	3,584
Other investing activities - net	(1,428)	(62)
Net cash required by investing activities	(186,155)	(193,566)
FINANCING ACTIVITIES		
Increase in notes payable	152,630	62,344
Decrease in nonrecourse debt of a subsidiary	(6,586)	(561)
Cash dividends paid	(31,469)	(31,468)
Other financing activities - net	(2,080)	346
Net cash provided by financing activities	112,495	30,661
Effect of exchange rate changes on cash and cash equivalents	(1,036)	(303)
Net increase (decrease) in cash and cash equivalents	16,624	(1,652)
Cash and cash equivalents at January 1	28,271	24,288
Cash and cash equivalents at June 30	$ 44,895	22,636
SUPPLEMENTAL DISCLOSURES OF CASH FLOW ACTIVITIES		
Cash income taxes paid (refunded)	$ (5,976)	23,559
Interest paid, net of amounts capitalized	7,931	2,999

See Notes to Consolidated Financial Statements, page 4.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

These notes are an integral part of the financial statements of Murphy Oil Corporation and Consolidated Subsidiaries (Murphy/the Company) on pages 1 through 3 of this Form 10-Q report.

NOTE A - INTERIM FINANCIAL STATEMENT

The consolidated financial statements of the Company presented herein have not been audited by independent auditors, except for the Consolidated Balance Sheet at December 31, 1998. In the opinion of Murphy's management, the unaudited financial statements presented herein include all accruals necessary to present fairly the Company's financial position at June 30, 1999, and the results of operations and cash flows for the three-month and six-month periods ended June 30, 1999 and 1998, in conformity with generally accepted accounting principles.

Financial statements and notes to consolidated financial statements included in this Form 10-Q report should be read in conjunction with the Company's 1998 Form 10-K report, as certain notes and other pertinent information have been abbreviated or omitted in this report. Financial results for the six months ended June 30, 1999, are not necessarily indicative of future results.

NOTE B - ENVIRONMENTAL CONTINGENCIES

The Company's operations are subject to numerous laws and regulations intended to protect the environment and/or impose remedial obligations. The Company is also involved in personal injury and property damage claims, allegedly caused by exposure to or by the release or disposal of materials manufactured or used in the Company's operations. The Company operates or has previously operated certain sites and facilities, including refineries, oil and gas fields, service stations, and terminals, for which known or potential obligations for environmental remediation exist.

Under the Company's accounting policies, a liability for an environmental obligation is recorded when an obligation is probable and the cost can be reasonably estimated. If there is a range of reasonably estimated costs, the most likely amount will be recorded, or if no amount is most likely, the minimum of the range is used. Recorded liabilities are reviewed quarterly. Actual cash expenditures often occur one or more years after a liability is recognized.

The Company's reserve for remedial obligations, which is included in "Deferred Credits and Other Liabilities" in the Consolidated Balance Sheets, contains certain amounts that are based on anticipated regulatory approval for proposed remediation of former refinery waste sites. If regulatory authorities require more costly alternatives than the proposed processes, future expenditures could exceed the amount reserved by up to an estimated $3 million.

The Company has received notices from the U.S. Environmental Protection Agency (EPA) that it is currently considered a Potentially Responsible Party (PRP) at three Superfund sites and has also been assigned responsibility by defendants at another Superfund site. The potential total cost to all parties to perform necessary remedial work at these sites may be substantial. Based on currently available information, the Company has reason to believe that it is a "de minimus" party as to ultimate responsibility at the four sites. The Company does not expect that its related remedial costs will be material to its financial condition or its results of operations, and it has not provided a reserve for remedial costs on Superfund sites. Additional information may become known in the future that would alter this assessment, including any requirement to bear a pro rata share of costs attributable to nonparticipating PRPs or indications of additional responsibility by the Company.

Following a compliance inspection in 1998, Murphy's Superior, Wisconsin refinery received notices of violations of the Clean Air Act from the EPA. Although the penalty amounts were not listed, the statutes involved provide for rates of up to $27,500 per day of violation. The Company believes it has valid defenses to the allegations and plans a vigorous defense. The Company does not believe that this or other known environmental matters will have a material adverse effect on its financial condition. There is the possibility that expenditures could be required at currently unidentified sites, and new or revised regulatory requirements could necessitate additional expenditures at known sites. Such expenditures could materially affect the results of operations in a future period.

NOTE B - ENVIRONMENTAL CONTINGENCIES (CONTD.)

Certain environmental expenditures are likely to be recovered by the Company from other sources, primarily environmental funds maintained by certain states. Since no assurance can be given that recoveries from other sources will occur, the Company has not recognized a benefit for likely recoveries at June 30, 1999.

NOTE C - OTHER CONTINGENCIES

The Company's operations and earnings have been and may be affected by various other forms of governmental action both in the United States and throughout the world. Examples of such governmental action include, but are by no means limited to: tax increases and retroactive tax claims; restrictions on production; import and export controls; price controls; currency controls; allocation of supplies of crude oil and petroleum products and other goods; expropriation of property; restrictions and preferences affecting issuance of oil and gas or mineral leases; laws and regulations intended for the promotion of safety; governmental support for other forms of energy; and laws and regulations affecting the Company's relationships with employees, suppliers, customers, stockholders and others. Because governmental actions are often motivated by political considerations, may be taken without full consideration of their consequences, and may be taken in response to actions of other governments, it is not practical to attempt to predict the likelihood of such actions, the form the actions may take or the effect such actions may have on the Company.

The Company and its subsidiaries are engaged in a number of legal proceedings, all of which the Company considers routine and incidental to its business and none of which is considered material. In the normal course of its business, the Company is required under certain contracts with various governmental authorities and others to provide letters of credit that may be drawn upon if the Company fails to perform under those contracts. At June 30, 1999, the Company had contingent liabilities of $44.5 million on outstanding letters of credit and $46.6 million under certain financial guarantees.

NOTE D - DERIVATIVE INSTRUMENTS

Murphy uses derivative instruments on a limited basis to manage certain risks related to interest rates, foreign currency exchange rates and commodity prices. Instruments that reduce the exposure of assets, liabilities or anticipated transactions to interest rate, currency or price risks are accounted for as hedges. Gains or losses on derivatives that cease to qualify as hedges are recognized in income or expense. The use of derivative instruments for risk management is covered by operating policies and is closely monitored by the Company's senior management. The Company does not hold any derivatives for trading purposes, and it does not use derivatives with leveraged or complex features. Counterparties to derivative instruments are either creditworthy major financial institutions or national exchanges.

Murphy uses interest rate swap agreements to convert certain variable rate long-term debt to fixed rates. Under the accrual/settlement method of accounting, the Company records the net amount to be received or paid under the swap agreements as part of "Interest Expense" in the Consolidated Statements of Income. If the Company should terminate an interest rate swap prior to maturity, any cash paid or received as settlement would be deferred and recognized as an adjustment to "Interest Expense" over the shorter of the remaining life of the debt or the remaining contractual life of the swap.

The Company periodically uses crude oil swap agreements to reduce a portion of the financial exposure of its U.S. refineries to crude oil price movements. Unrealized gains or losses on such swap contracts are generally deferred and recognized in connection with the associated crude oil purchase. If conditions indicate that the market price of finished products would not allow for recovery of the costs of the finished products, including any unrealized loss on the crude oil swap, a liability will be provided for the nonrecoverable portion of the unrealized swap loss. The Company records pretax operating results associated with crude oil swaps in "Crude Oil, Products and Related Operating Expenses" in the Consolidated Statements of Income.

The Company periodically uses natural gas swap agreements to reduce a portion of the financial exposure of its Meraux, Louisiana refinery to fluctuations in the price of certain future natural gas fuel purchases. Unrealized gains or losses on such swap contracts are deferred until the contracts are settled and the

NOTE D - DERIVATIVE INSTRUMENTS (CONTD.)

associated natural gas is purchased. The Company will record the related contract results in "Crude Oil, Products and Related Operating Expenses" in the Consolidated Statements of Income.

NOTE E - EARNINGS PER SHARE

Net income was used as the numerator in computing both basic and diluted income per Common share for the three-month and six-month periods ended June 30, 1999 and 1998. Reconciliations of the weighted-average shares outstanding for these computations are shown in the following table.

Reconciliation of Shares Outstanding	Three Months Ended June 30,		Six Months Ended June 30,	
(Weighted-average shares)	1999	1998	1999	1998
Basic method	44,963,681	44,959,704	44,959,429	44,948,944
Dilutive stock options	71,534	74,674	22,178	75,072
Diluted method	45,035,215	45,034,378	44,981,607	45,024,016

The following table presents additional information about outstanding options that were not considered in calculating diluted earnings per share in the preceding table because the effects of these options would have improved the Company's earnings per share.

Information About Options at End of Periods	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
Total options outstanding	1,346,899	1,064,409	1,346,899	1,064,409
Options not considered in diluted calculations	687,750	705,000	1,008,250	705,000
Exercise price per share				
- maximum	$65.49	65.49	65.49	65.49
- minimum	$49.75	49.75	35.69	49.75
- average	$53.33	53.25	47.72	53.25
Remaining life in years				
- maximum	8.6	9.6	9.6	9.6
- minimum	7.6	8.6	7.6	8.6
- average	8.0	9.0	8.5	9.0

NOTE F - PROVISION FOR REDUCTION IN FORCE

In early 1999, the Company offered enhanced voluntary retirement benefits to eligible exploration, production and administrative employees in its New Orleans and Calgary offices and severed certain other employees. As a result of this reduction in force, the Company recorded a "Provision for Reduction in Force" of $1.5 million, $1 million after taxes, in the Consolidated Statement of Income for the six months ended June 30, 1999.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE G - BUSINESS SEGMENTS

(Millions of dollars)	Total Assets at June 30, 1999	Three Mos. Ended June 30, 1999 External Revenues	Interseg. Revenues	Income (Loss)
Exploration and production*				
United States	$ 386.0	36.6	10.5	7.8
Canada	665.9	34.9	13.1	8.4
United Kingdom	292.6	21.8	6.0	3.4
Ecuador	62.4	7.0	-	3.1
Other	9.9	.3	-	(2.6)
Total	1,416.8	100.6	29.6	20.1
Refining, marketing and transportation				
United States	527.8	280.3	1.1	(1.4)
United Kingdom	181.0	61.6	-	2.5
Canada	61.4	7.5	.1	2.1
Total	770.2	349.4	1.2	3.2
Total operating segments	2,187.0	450.0	30.8	23.3
Corporate and other	120.3	.5	-	(7.6)
Total consolidated	$2,307.3	450.5	30.8	15.7

(Millions of dollars)	Three Mos. Ended June 30, 1998 External Revenues	Interseg. Revenues	Income (Loss)
Exploration and production*			
United States	$ 42.9	8.2	7.9
Canada	22.2	9.6	(.2)
United Kingdom	24.3	-	1.0
Ecuador	6.1	-	2.6
Other	.4	-	(6.3)
Total	95.9	17.8	5.0
Refining, marketing and transportation			
United States	278.6	.9	15.2
United Kingdom	67.8	-	4.1
Canada	5.5	-	1.0
Total	351.9	.9	20.3
Total operating segments	447.8	18.7	25.3
Corporate and other	.8	-	(3.1)
Total consolidated	$448.6	18.7	22.2

(Millions of dollars)	Six Mos. Ended June 30, 1999 External Revenues	Interseg. Revenues	Income (Loss)
Exploration and production*			
United States	$ 69.5	17.9	3.1
Canada	61.6	21.4	8.6
United Kingdom	44.9	6.0	4.9
Ecuador	11.7	-	4.1
Other	.9	-	(3.8)
Total	188.6	45.3	16.9
Refining, marketing and transportation			
United States	442.9	2.1	(1.4)

United Kingdom	107.5	-	3.8
Canada	13.9	.2	3.7
Total	564.3	2.3	6.1
Total operating segments	752.9	47.6	23.0
Corporate and other	1.9	-	(14.0)
Total consolidated	$754.8	47.6	9.0

	Six Mos. Ended June 30, 1998		
(Millions of dollars)	External Revenues	Interseg. Revenues	Income (Loss)
Exploration and production*			
United States	$ 84.8	18.5	14.9
Canada	41.8	21.2	.3
United Kingdom	46.2	-	1.6
Ecuador	11.8	-	4.0
Other	1.2	-	(9.8)
Total	185.8	39.7	11.0
Refining, marketing and transportation			
United States	547.4	1.4	21.2
United Kingdom	141.9	-	8.6
Canada	12.5	-	2.9
Total	701.8	1.4	32.7
Total operating segments	887.6	41.1	43.7
Corporate and other	1.7	-	(6.0)
Total consolidated	$889.3	41.1	37.7

*Additional details about results of operations, excluding special items, are presented in the tables on page 14.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 1999 COMPARED TO THREE MONTHS ENDED JUNE 30, 1998

Net income in the second quarter of 1999 totaled $15.7 million, $.35 a diluted share, compared to earnings before special items of $18 million, $.40 a diluted share, in the second quarter a year ago. Net income for the second quarter of 1998, including gains from special items of $4.2 million, $.09 a share, totaled $22.2 million, $.49 a diluted share. Special items benefiting exploration and production operations for the 1998 quarter were $2.8 million from modification of a natural gas sales contract in the United Kingdom and $1.4 million from partial recovery of a 1996 loss resulting from modification to a crude oil production contract in Ecuador. Cash flow from operating activities, excluding changes in noncash working capital items, totaled $76.8 million in the second quarter of 1999 compared to $99.1 million a year ago.

A 20% increase in crude oil production and a 31% increase in average worldwide crude oil sales prices were significant contributors to Murphy's exploration and production operations, which earned $20.1 million in the current quarter compared to $.8 million in the second quarter of 1998. Worldwide downstream operations earned $3.2 million in the current quarter compared to $20.3 million a year ago, as margins in the United States and the United Kingdom were under pressure throughout the quarter.

Exploration and production operations in the United States earned $7.8 million compared to $7.9 million in the second quarter of 1998. Operations in Canada earned $8.4 million compared to a loss of $.2 million a year ago, and U.K. operations earned $3.4 million compared to a loss of $1.8 million before special items. Operations in Ecuador earned $3.1 million in the second quarter of 1999 compared to $1.2 million before special items a year ago. Other international operations reported a loss of $2.6 million compared to a $6.3 million loss a year earlier. The Company's worldwide crude oil and condensate sales prices averaged $14.50 a barrel in the current quarter compared to $11.08 a year ago. Crude oil and condensate sales prices averaged $16.03 a barrel in the United States, up 27%, and $15.35 in the United Kingdom, up 18%. In Canada, sales prices averaged $15.35 a barrel for light oil, up 28% from last year; $10.91 for heavy oil, up 89%; $14.57 for production from the offshore Hibernia field, up 25%; and $17.00 for synthetic oil, up 21%. The average crude oil sales price in Ecuador was $10.50 a barrel, up 42%. Total crude oil and gas liquids production averaged 65,547 barrels a day compared to 54,476 in the second quarter of 1998. The increase was due to production from new fields in the United Kingdom and Canada. Production increased 59% in the United Kingdom and 11% in the United States. Production at the Hibernia field, off the east coast of Canada, increased 4,469 barrels a day. In other areas, production decreased 12% for Canadian light oil and 6% each for synthetic oil in Canada and crude oil in Ecuador, while being essentially unchanged for Canadian heavy oil. Natural gas sales prices in the United States averaged $2.13 a thousand cubic feet (MCF) in the current quarter, down 7%, and $1.73 an MCF in Canada, up 32%. Total natural gas sales averaged 246 million cubic feet a day in the current quarter compared to 230 million a year ago. Sales of natural gas in the United States averaged 183 million cubic feet a day, up from 175 million in the second quarter of 1998. Canadian natural gas sales averaged 55 million cubic feet a day in the current quarter, an increase of 21%. Exploration expenses totaled $13.7 million compared to $21.9 million in 1998. The tables on page 14 provide additional details of the results of exploration and production operations for the second quarter of each year.

Refining, marketing and transportation operations in the United States reported a loss of $1.4 million compared to earnings of $15.2 million a year ago. Operations in the United Kingdom earned $2.5 million compared to $4.1 million in the second quarter of 1998. Earnings from purchasing, transporting and reselling crude oil in Canada were $2.1 million in the 1999 quarter compared to $1 million in last year's second quarter. Refinery crude runs worldwide were 161,321 barrels a day compared to 164,339 in the second quarter of 1998. Worldwide refined product sales were 163,663 barrels a day compared to 172,676 a year ago.

Corporate functions, which include interest income and expense and corporate overhead not allocated to operating functions, reflected a loss of $7.6 million in the current quarter compared to a loss of $3.1 million in the second quarter of 1998. The additional loss was primarily caused by higher net interest expense.

SIX MONTHS ENDED JUNE 30, 1999 COMPARED TO SIX MONTHS ENDED JUNE 30, 1998

For the first six months of 1999, net income totaled $9 million, $.20 a diluted share, compared to $37.7 million, $.84 a diluted share, a year ago. The current six-month period included an after-tax charge of $1 million, $.02 a diluted share, for a reduction in force, while the same period a year ago included total benefits in exploration and

RESULTS OF OPERATIONS (CONTD.)

production operations of $4.2 million, $.09 a share, from the previously mentioned special items in the second quarter.

Year-to-date earnings from exploration and production operations before special items were up $10.1 million over the prior year, mainly due to increases in crude oil production, average worldwide crude oil prices, and Canadian natural gas sales volumes and prices, partially offset by lower U.S. natural gas sales prices. This improvement was more than offset by a $26.6 million decrease in earnings of the Company's worldwide downstream operations and an additional loss of $7 million from corporate functions. Earnings from refining, marketing and transportation activities decreased primarily because of pressure on product margins and lower product sales volumes in both the United States and the United Kingdom.

Earnings from exploration and production operations for the six months ended June 30, 1999 were $16.9 million, up from $6.8 million before special items in 1998. Canadian operations earned $8.6 million for the first half of 1999 compared to $.3 million in the prior period, and U.K. operations earned $4.9 million compared to a loss of $1.2 million in 1998. An increase from the prior year also occurred in Ecuador, which had earnings of $4.1 million compared to $2.6 million, but earnings in the United States dropped from $14.9 million in 1998 to $3.1 million in the current year. Other international operations recorded losses of $3.8 million in the first six months of 1999 and $9.8 million in the 1998 period. Crude oil and gas liquids production for the first half of 1999 averaged 64,557 barrels a day compared to 54,269 during the same period of 1998. Production of crude oil and gas liquids in the United Kingdom averaged 19,748 barrels a day, up 59%, and crude oil production at Hibernia averaged 5,389 barrels a day, up 2,990. In other areas, crude oil and gas liquids production averaged 11,068 barrels a day for Canadian synthetic oil, up 8%; 8,590 in the United States, up 4%; 8,872 for Canadian heavy oil, down 7%; 3,615 for Canadian light oil, also down 7%; and 7,275 in Ecuador, down 3%. The Company's crude oil and condensate sales prices averaged $13.96 a barrel in the United States, up 2%, and $13.13 in the United Kingdom, down 3%. In Canada, sales prices averaged $13.29 a barrel for light oil, up 5% from last year; $9.53 for heavy oil, up 76%; $13.77 for production from the Hibernia field, up 12%; and $14.83 for synthetic oil, up 2%. The average crude oil sales price in Ecuador was $8.60 a barrel, up 12%. Natural gas sales prices for the first six months of 1999 averaged $1.98 an MCF in the United States, down 14%; $1.64 in Canada, up 36%; and $1.68 in the United Kingdom, down 28%. Total natural gas sales averaged 248 million cubic feet a day in 1999 compared to 240 million in 1998. Sales of natural gas in the United States averaged 180 million cubic feet a day, down 1% from 1998. In other areas, average natural gas sales volumes in Canada were 54 million cubic feet a day, up 19%, and 14 million in the United Kingdom, up 14%, as production from the Amethyst field was shut in during the early part of 1998 to repair pipeline damages. Exploration expenses totaled $40 million for the six months ended June 30, 1999, essentially the same as a year ago. Exploration expenses were higher in the United States, but were lower in other international areas. The tables on page 14 provide additional details of the results of exploration and production operations for the first half of each year.

Refining, marketing and transportation operations in the United States were affected by lower product margins and lower sales volumes, and reported a loss of $1.4 million in the first six months of 1999 compared to earnings of $21.2 million for the same period last year. Operations in the United Kingdom were affected by weaker product margins and lower product sales volumes and earned $3.8 million in the first half of 1999 compared to $8.6 million in the prior year. Earnings from purchasing, transporting and reselling crude oil in Canada were $3.7 million in the current year compared to $2.9 million a year ago. Refinery crude runs worldwide were 126,461 barrels a day compared to 165,678 a year ago. Petroleum product sales were 140,658 barrels a day, down from 173,348 in 1998. Crude runs and product sales were both adversely affected by a scheduled turnaround at the Company's Meraux, Louisiana refinery in early 1999.

Financial results from corporate functions before special items reflected a loss of $13 million in the first half of 1999 compared to a loss of $6 million a year ago. The additional loss was primarily due to higher net interest expense.

FINANCIAL CONDITION

Net cash provided by operating activities was $91.3 million for the first six months of 1999 compared to $161.6 million for the same period in 1998.

Changes in operating working capital other than cash and cash equivalents required cash of $33.4 million in the first six months of 1999 and $20.6 million in the 1998 period. The cash results for operating activities were also reduced by expenditures for refinery turnarounds and abandonment of oil and gas properties totaling $40.8 million in the current year and $17.2 million in 1998. Other predominant uses of cash in

FINANCIAL CONDITION (CONTD.)

each year were for capital expenditures (which, including amounts expensed, are summarized in the following table) and for dividends of 31.5 million.

Capital Expenditures	Six Months Ended June 30,	
(Millions of dollars)	1999	1998
Exploration and production.	$147.3	174.9
Refining, marketing and transportation. . . .	38.8	21.1
Corporate and other	1.0	1.1
	$187.1	197.1

Working capital at June 30, 1999 was $114.5 million, up $57.9 million from December 31, 1998. This level of working capital does not fully reflect the Company's liquidity position, because the lower historical costs assigned to inventories under LIFO accounting were $56.8 million below current costs at June 30, 1999.

At June 30, 1999, long-term notes payable of $344.2 million were up $154.5 million due to additional borrowing for certain oil and gas development projects and other capital needs. In May 1999, Murphy issued $250 million of 30-year, 7.05% notes and used the proceeds to retire floating rate debt with shorter maturities. Long-term nonrecourse debt of a subsidiary was $143.1 million, down slightly from December 31, 1998. A summary of capital employed at June 30, 1999 and December 31, 1998 follows.

Capital Employed	June 30, 1999		December 31, 1998	
(Millions of dollars)	Amount	%	Amount	%
Notes payable	$ 344.2	24	189.7	14
Nonrecourse debt of a subsidiary . .	143.1	10	143.8	11
Stockholders' equity	957.9	66	978.2	75
	$1,445.2	100	1,311.7	100

NEW ACCOUNTING STANDARD

The Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, Accounting for Derivative Instruments and Hedging Activities, in June 1998. This statement establishes accounting and reporting standards for derivative instruments and hedging activities. Effective January 1, 2001, Murphy must recognize the fair value of all derivative instruments as either assets or liabilities in its Consolidated Balance Sheet. A derivative instrument meeting certain conditions may be designated as a hedge of a specific exposure; accounting for changes in a derivative's fair value will depend on the intended use of the derivative and the resulting designation. Any transition adjustments resulting from adopting this statement will be reported in either net income or other comprehensive income, as appropriate, as the cumulative effect of a change in accounting principle. As described in Note D on page 5 of this Form 10-Q report, the Company makes limited use of derivative instruments to hedge specific market risks. The Company has not yet determined the effects that SFAS No. 133 will have on its future consolidated financial statements or the amount of the cumulative adjustment that will be made upon adopting this new standard.

YEAR 2000 ISSUES

GENERAL - Year 2000 issues affect all companies and relate to the possibility that computer programs and embedded computer chips may be unable to accurately process data with year dates of 2000 and beyond. Murphy is devoting significant internal and external resources to address Year 2000 compliance, and the Company's Year 2000 project (Project) is proceeding well. In 1993, Murphy began a worldwide business systems replacement project using systems primarily from J.D. Edwards & Company (Edwards) in the United States and the United Kingdom, PricewaterhouseCoopers LLP (PW*Sequel) in Canada, and for exploration and production operations, Applied Terravision Systems Inc. (Artesia) in the United States and EFA Software Services Ltd. (PRISM) in Canada. Certain U.S. business software systems developed by the Company will not be replaced with compliant vendor systems by the Year 2000 and have been remedied to be Year 2000 compliant. Remaining hardware, software and facilities are expected to be made Year 2000 compliant through the Project. None of the Company's other information technology projects are expected to be significantly delayed due to the implementation of the Project.

YEAR 2000 ISSUES (CONTD.)

PROJECT - The Company has established an Enterprise Project Office (EPO) and has engaged KPMG LLP to assist with Project management. The Project is primarily being managed by major operating location. At each location, the Project is divided into three major components: Computer Hardware, Applications Software, and Process Control and Instrumentation (Embedded Technology). The Computer Hardware component consists of computing equipment and systems software other than Applications Software. Applications Software includes both internally developed and vendor software systems. Embedded Technology includes the hardware, software and associated embedded computer chips (other than computing equipment) that are used in facilities operated by the Company. The general phases common to all components are: (1) inventorying Year 2000 items; (2) assigning priorities to identified items; (3) assessing the Year 2000 compliance of identified items; (4) repairing or replacing material items that are determined not to be Year 2000 compliant; (5) evaluating and testing required material items; and (6) designing and implementing contingency and business continuation plans as necessary. Material items are those that the Company believes to have safety, environmental or property damage risks, or that may adversely affect the Company's ability to process and record revenues if not properly addressed. The inventorying and priority assessment phases of the Project were completed during 1998. The remaining four phases of the Project are in progress and are being performed primarily by employees of the Company, with assistance from vendors and independent contractors.

A fourth major component of the Project involves the review of third party suppliers, customers and business partners (Third Parties) and is being managed for all locations by the EPO. This includes the process of identifying and prioritizing critical Third Parties and communicating with them about their plans and progress in addressing the Year 2000 problem. Evaluations of the most critical Third Parties began in the second quarter of 1998 and will continue throughout 1999. Based on the results of evaluations and other available information, contingency plans are being developed as necessary to address potential Year 2000 problems related to critical Third Parties.

The Company has also engaged an engineering firm to perform independent evaluations of the Company's Year 2000 readiness at selected U.S. operating sites. These evaluations will be completed during the third quarter of 1999 and the findings will be considered during the remainder of the project.

A Year 2000 compliant version of Edwards has been fully implemented in the United States and is approximately 80% complete in the United Kingdom. Implementation of Edwards is ongoing in the United Kingdom and final phases are expected to be completed in October 1999. A Year 2000 compliant version of Artesia was implemented in the United States at the end of 1998 and testing was completed in January 1999. In Canada, the Company upgraded to a Year 2000 compliant version of PRISM during the first quarter of 1999, and Year 2000 testing was completed in July 1999. A compliant version of PW*Sequel has been implemented and testing was completed in July 1999. Testing of U.S. offshore production platform systems was essentially completed at March 31, 1999. Exploration system upgrades were released by the vendor in early 1999 and were installed and tested in July 1999. Remedy of certain internally developed downstream accounting, customer invoicing and human resources systems in the United States had been completed at December 31, 1998. Upgrading and testing of U.S. refining and marketing systems were substantially completed in July 1999. The operator at the Company's jointly owned U.K. refinery is directing that location's Year 2000 action plan and has reported that the plan is scheduled to be completed by October 31, 1999. Company employees are monitoring the operator's progress and believe the work is on schedule. Systems at U.K. marketing terminals are being upgraded to a Year 2000 compliant version; certain terminals have been upgraded and the remaining locations are scheduled to be completed in the third quarter of 1999. Supply and transportation systems in Canada were substantially Year 2000 ready at June 30, 1999.

Murphy maintains comprehensive disaster recovery plans for significant worldwide operating facilities. In addition to these plans, the Company is developing Year 2000 specific contingency plans in certain operating areas that are deemed critical. Contingency plans have been prepared to address the possibility that the last phases of the U.K. Edwards implementation will not be achieved by the end of 1999. If necessary, the contingency plans call for activation of certain temporary back-up systems, which could be triggered as late as the third quarter of 1999. Other contingency plans will be prepared and monitored throughout the remainder of 1999, and are likely to include accumulating higher than normal levels of crude oil, finished products and critical supplies inventories for short-term needs, and identifying alternative providers of services and supplies for the Company's longer-term needs. The Company is also likely to supplement its normal emergency response teams to be prepared to assist with Year 2000 transition issues that may arise. Staffing may also be increased at certain locations during the critical

YEAR 2000 ISSUES (CONTD.)

year-end period. Additionally, Murphy is monitoring the state of its partner's contingency planning at the jointly owned U.K. refinery.

At July 31, 1999, the overall Project is estimated to be 95% complete. Thus far, no material noncompliant Year 2000 issues have been discovered that were not identified in the completed Year 2000 inventory. Significant components of the Project have been completed by July 31, 1999, except for certain activities in the United Kingdom. The final stages of the Company's U.K. Edwards implementation and certain Year 2000 compliance activities at the jointly owned U.K. refinery will be completed in the fourth quarter of 1999.

COSTS - The Company's total cost to become Year 2000 compliant is not expected to be material to its financial position. The most likely estimate of the total cost of the Project is approximately $5 million, including the costs of new systems that concurrently provide improved business functionality and Year 2000 compliance. These costs include $2 million for the EPO (including assessment of Third Parties); the remaining costs are for miscellaneous hardware replacement, noncompliant system renovations and upgrades, and Embedded Technology issues. It is reasonably possible that total costs could exceed the most likely estimate by up to $1 million. Funds for the Project are primarily obtained from internally generated cash flows. This cost estimate does not include the Company's potential share of Year 2000 costs that may be incurred by partnerships and joint ventures that the Company does not operate, except for an estimated $.7 million to make Murphy's jointly owned U.K. refinery Year 2000 compliant.

The total amount expended on the Project through June 30, 1999 was $3.1 million, including $1.5 million in the first six months of 1999. Of this amount, $1.9 million has been included in selling and general expenses, including $.3 million in the first six months of 1999. The remaining cost to complete the Year 2000 Project is estimated to be approximately $1.9 million.

RISKS - Not correcting material Year 2000 problems could result in interruptions in, or failures of, certain normal business activities or operations. Such failures could materially and adversely affect the Company's results of operations, liquidity or financial condition by impeding the Company's ability to produce and deliver crude oil, natural gas and finished petroleum products, and to invoice and collect related revenues from customers. The Company has anticipated that certain operations may be disrupted on a short-term basis, but does not believe such disruptions will be either long-term in nature or of major consequence to the Company's operations. The Company can not completely eliminate, however, the possibility of significant disruptions.

Due to the general uncertainty inherent in the Year 2000 problem, resulting in part from uncertainty about the Year 2000 readiness of critical Third Parties, the Company is unable to determine at this time whether or not the consequences of possible Year 2000 failures will materially affect its results of operations, liquidity or financial condition. The Project is expected to significantly reduce the Company's level of uncertainty about the Year 2000 issue, and in particular, about the Year 2000 compliance and readiness of the Company's critical Third Parties. The Company believes that it is taking reasonable steps to address potentially material Year 2000 failures, and with completion of the Project as scheduled, the possibility of significant interruptions of normal operations should be greatly reduced.

Readers are cautioned that forward-looking statements contained in this Year 2000 section should be read in conjunction with Murphy's disclosures in the following paragraph of this Form 10-Q report.

OTHER MATTERS

In July 1999, Murphy sold 60 Company-owned Spur-branded retail stations located throughout the southeastern United States. The Company received consideration totaling $31.5 million, which was primarily used to reduce outstanding debt.

In August 1999, Murphy filed a registration statement, which when declared effective by the U.S. Securities and Exchange Commission, will allow the Company to issue up to $1 billion in common and preferred stock, debt securities, depositary shares and warrants. Any proceeds from sales of these securities will be used for general corporate purposes, which may include working capital, capital expenditures, debt repayment, or financing of possible acquisitions.

FORWARD-LOOKING STATEMENTS

This Form 10-Q report contains statements of the Company's expectations, intentions, plans and beliefs that are forward-looking and are dependent on certain events, risks and uncertainties that may be outside of the Company's control. These forward-looking statements are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results and developments could differ materially from those expressed or implied by such statements due to a number of factors including those described in the context of such forward-looking statements as well as those contained in the Company's January 15, 1997, Form 8-K on file with the U.S. Securities and Exchange Commission.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risks associated with interest rates, foreign currency exchange rates, and prices of crude oil, natural gas and petroleum products. As described in Note D on page 5 of the Form 10-Q report, Murphy makes limited use of derivative financial and commodity instruments to manage risks associated with existing or anticipated transactions.

At June 30, 1999, the Company was a party to interest rate swaps with notional amounts totaling $100 million that were designed to convert a similar amount of variable-rate debt to fixed rates. The interest rate swaps mature in 2002 and 2004. The swaps require the Company to pay an average interest rate of 6.46% over their composite lives, and at June 30, 1999, the interest rate to be received by the Company averaged 5.03%. The variable interest rate received by the Company under each swap contract is repriced quarterly. The Company considers these swaps to be a hedge against potentially higher future interest rates. The estimated fair value of these interest rate swaps was a liability of $1.8 million at June 30, 1999.

At June 30, 1999, 42% of the Company's long-term debt had variable interest rates and 21% was denominated in Canadian dollars. Based on debt outstanding at June 30, 1999, a 10% increase in variable interest rates would increase the Company's interest expense over the next 12 months by an estimated $.6 million after a $.5 million favorable effect of lower net settlement payments under the aforementioned interest rate swaps. A 10% increase in the exchange rate of the Canadian dollar versus the U.S. dollar would increase interest expense by an estimated $.4 million over the next 12 months on Canadian dollar denominated debt.

At June 30, 1999, the Company was a party to crude oil swap agreements for a total notional volume of two million barrels that reduce a portion of the financial exposure of Murphy's U.S. refineries to crude oil price movements. The agreements mature in 2001 and 2002. At termination, the swaps require Murphy to pay an average crude oil price of $16.63 a barrel and to receive the average of the near-month NYMEX West Texas Intermediate (WTI) crude oil prices during the respective contractual maturity periods. The estimated fair value of these crude oil swaps was an asset of $1.8 million at June 30, 1999; a 10% fluctuation in the price of WTI crude oil over the next 12 months would change the estimated fair value of these swaps by $3 million.

At June 30, 1999, Murphy was also a party to natural gas price swap agreements for a total notional volume of 5 million MMBTU that are intended to reduce a portion of the financial exposure of its Meraux, Louisiana refinery to fluctuations in the price of natural gas purchased for fuel. The agreements are to be settled equally over the 12 months of 2004. In each month of settlement, the swaps require Murphy to pay an average natural gas price of $2.62 an MMBTU and to receive the average NYMEX Henry Hub price for the final three trading days of the month. The estimated fair value of these agreements was a liability of $.2 million at June 30, 1999; a 10% fluctuation in the average NYMEX Henry Hub price of natural gas over the next 12 months would change the estimated fair value by $.9 million.

OIL AND GAS OPERATING RESULTS* (UNAUDITED)

(Millions of dollars)	United States	Canada	United Kingdom	Ecuador	Other	Synthetic Oil - Canada	Total
THREE MONTHS ENDED JUNE 30, 1999							
Oil and gas sales and operating revenues	$ 47.1	30.8	27.8	7.0	.3	17.2	130.2
Production costs	9.9	8.7	7.5	1.8	-	9.4	37.3
Depreciation, depletion and amortization	16.3	10.7	9.8	2.0	-	1.8	40.6
Exploration expenses							
Dry hole costs	.5	-	2.3	-	1.1	-	3.9
Geological and geophysical costs	2.3	1.7	.3	-	.8	-	5.1
Other costs	.8	.1	.3	-	.7	-	1.9
	3.6	1.8	2.9	-	2.6	-	10.9
Undeveloped lease amortization	1.7	1.1	-	-	-	-	2.8
Total exploration expenses	5.3	2.9	2.9	-	2.6	-	13.7
Selling and general expenses	3.8	1.5	.8	.1	.2	-	6.4
Income tax provisions	4.0	2.6	3.4	-	.1	2.0	12.1
Results of operations (excluding corporate overhead and interest)	$ 7.8	4.4	3.4	3.1	(2.6)	4.0	20.1
THREE MONTHS ENDED JUNE 30, 1998							
Oil and gas sales and operating revenues	$ 51.1	16.7	20.3	4.7	.4	15.1	108.3
Production costs	9.8	8.1	7.7	1.7	-	9.8	37.1
Depreciation, depletion and amortization	17.1	7.7	9.0	2.5	-	1.7	38.0
Exploration expenses							
Dry hole costs	5.6	2.2	-	-	5.6	-	13.4
Geological and geophysical costs	.2	.9	2.3	-	.7	-	4.1
Other costs	.6	.1	.6	-	.4	-	1.7
	6.4	3.2	2.9	-	6.7	-	19.2
Undeveloped lease amortization	1.6	1.1	-	-	-	-	2.7
Total exploration expenses	8.0	4.3	2.9	-	6.7	-	21.9
Selling and general expenses	4.0	1.5	.9	.1	.4	-	6.9
Income tax provisions (benefits)	4.3	(2.4)	1.6	(.8)	(.4)	1.3	3.6
Results of operations (excluding corporate overhead and interest)	$ 7.9	(2.5)	(1.8)	1.2	(6.3)	2.3	.8
SIX MONTHS ENDED JUNE 30, 1999							
Oil and gas sales and operating revenues	$ 87.4	53.3	50.9	11.7	.9	29.7	233.9
Production costs	19.5	17.4	17.1	3.4	-	18.1	75.5
Depreciation, depletion and amortization	32.0	19.6	20.8	4.1	-	3.5	80.0
Exploration expenses							
Dry hole costs	13.5	2.0	2.3	-	1.1	-	18.9
Geological and geophysical costs	5.8	4.2	.6	-	1.5	-	12.1
Other costs	1.2	.3	.6	-	1.4	-	3.5

	20.5	6.5	3.5	-	4.0	-	34.5
Undeveloped lease amortization	3.5	2.0	-	-	-	-	5.5
Total exploration expenses	24.0	8.5	3.5	-	4.0	-	40.0
Selling and general expenses	7.9	3.0	1.6	.1	.5	-	13.1
Income tax provisions	.9	1.6	3.0	-	.2	2.7	8.4
Results of operations (excluding corporate overhead and interest)	$ 3.1	3.2	4.9	4.1	(3.8)	5.4	16.9
SIX MONTHS ENDED JUNE 30, 1998							
Oil and gas sales and operating revenues	$ 103.3	35.5	42.2	10.4	1.2	27.5	220.1
Production costs	19.7	17.7	15.6	3.5	-	16.9	73.4
Depreciation, depletion and amortization	35.4	16.4	18.9	5.0	-	3.2	78.9
Exploration expenses							
Dry hole costs	11.0	3.2	-	-	8.3	-	22.5
Geological and geophysical costs	2.3	2.9	2.6	-	1.0	-	8.8
Other costs	.9	.3	1.0	-	1.1	-	3.3
	14.2	6.4	3.6	-	10.4	-	34.6
Undeveloped lease amortization	3.2	2.2	-	-	-	-	5.4
Total exploration expenses	17.4	8.6	3.6	-	10.4	-	40.0
Selling and general expenses	8.1	3.2	1.7	.1	.8	-	13.9
Income tax provisions (benefits)	7.8	(5.7)	3.6	(.8)	(.2)	2.4	7.1
Results of operations (excluding corporate overhead and interest)	$ 14.9	(4.7)	(1.2)	2.6	(9.8)	5.0	6.8

*Excludes special items.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Following a 1998 compliance inspection of the Superior, Wisconsin refinery, the Company received notices of violations of the Clean Air Act from the U.S. Environmental Protection Agency. Although the penalty amounts were not listed, the statutes involved provide for rates of up to $27,500 per day of violation, and penalties therefore could exceed $100,000. The Company believes it has valid defenses to the alleged violations and plans a vigorous defense. While the notices of violation are preliminary in nature and no assurance can be given, the Company does not believe that the ultimate resolution of the matter will have a material adverse effect on the financial condition of the Company.

Murphy and its subsidiaries are engaged in a number of other legal proceedings, all of which Murphy considers routine and incidental to its business and none of which is expected to have a material adverse effect on the Company's financial condition.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the annual meeting of security holders on May 12, 1999, the directors proposed by management were elected with a tabulation of votes to the nearest share as shown below.

	For	Withheld
B. R. R. Butler	40,600,017	258,419
George S. Dembroski	40,539,430	319,006
Claiborne P. Deming	40,600,526	257,910
H. Rodes Hart	37,998,359	2,860,077
Vester T. Hughes Jr.	40,254,348	604,088
C. H. Murphy Jr.	40,124,444	733,992
Michael W. Murphy	40,601,636	256,800
R. Madison Murphy	40,601,653	256,783
William C. Nolan Jr.	40,601,216	257,220
Caroline G. Theus	40,600,776	257,660
Lorne C. Webster	40,596,992	261,444

In addition, the earlier appointment by the Board of Directors of KPMG LLP as independent auditors for 1999 was ratified with 40,769,599 shares voted in favor, 73,112 shares voted in opposition, and 15,724 shares not voted.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) The Exhibit Index on page 16 of this Form 10-Q report lists the exhibits that are hereby filed or incorporated by reference.

(b) A report on Form 8-K was filed on April 29, 1999, that included the Form of Indenture and Form of Supplemental Indenture between Murphy and SunTrust Bank, Nashville, N.A., as Trustee of Murphy's 30-year, 7.05% notes for $250 million.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MURPHY OIL CORPORATION
(Registrant)

By /s/ Ronald W. Herman

Ronald W. Herman, Controller
(Chief Accounting Officer and Duly Authorized Officer)

August 12, 1999
(Date)

EXHIBIT INDEX

Exhibit No.		Incorporated by Reference to
3.1	Certificate of Incorporation of Murphy Oil Corporation as of September 25, 1986	Exhibit 3.1 of Murphy's Form 10-K report for the year ended December 31, 1996
3.2	By-laws of Murphy Oil Corporation at January 24, 1996	Exhibit 3.2 of Murphy's Form 10-K report for the year ended December 31, 1997
3.3	By-laws of Murphy Oil Corporation as amended May 12, 1999	Exhibit 3.3 filed herewith
4	Instruments Defining the Rights of Security Holders. Murphy is party to several long-term debt instruments in addition to the ones below, none of which authorizes securities exceeding 10% of the total consolidated assets of Murphy and its subsidiaries. Pursuant to Regulation S-K, item 601(b), paragraph 4(iii)(A), Murphy agrees to furnish a copy of each such instrument to the Securities and Exchange Commission upon request.	
4.1	Credit Agreement among Murphy Oil Corporation and certain subsidiaries and the Chase Manhattan Bank et al as of November 13, 1997	Exhibit 4.1 of Murphy's Form 10-K report for the year ended December 31, 1997
4.2	Form of Indenture and Form of Supplemental Indenture between Murphy Oil Corporation and SunTrust Bank, Nashville, N.A., as Trustee	Exhibits 4.1 and 4.2 of Murphy's Form 8-K report filed April 29, 1999, under the Securities Exchange Act of 1934
4.3	Rights Agreement dated as of December 6, 1989, between Murphy Oil Corporation and Harris Trust Company of New York, as Rights Agent	Exhibit 4.1 of Murphy's Form 10-K report for the year ended December 31, 1994
4.4	Amendment No. 1 dated as of April 6, 1998, to Rights Agreement dated as of December 6, 1989, between Murphy Oil Corporation and Harris Trust Company of New York, as Rights Agent	Exhibit 3 of Murphy's Form 8-A/A, Amendment No. 1, filed April 14, 1998, under the Securities Exchange Act of 1934
4.5	Amendment No. 2 dated as of April 15, 1999, to Rights Agreement dated as of December 6, 1989, between Murphy Oil Corporation and Harris Trust Company of New York, as Rights Agent	Exhibit 4 of Murphy's Form 8-A/A, Amendment No. 2, filed April 19, 1999, under the Securities Exchange Act of 1934
10.1	1987 Management Incentive Plan as amended February 7, 1990, retroactive to February 3, 1988	Exhibit 10.2 of Murphy's Form 10-K report for the year ended December 31, 1994
10.2	1992 Stock Incentive Plan as amended May 14, 1997	Exhibit 10.2 of Murphy's Form 10-Q report for the quarterly period ended June 30, 1997
10.3	Employee Stock Purchase Plan	Exhibit 99.01 of Murphy's Form S-8 Registration Statement filed May 19, 1997, under the Securities Act of 1933
27	Financial Data Schedule for the six months ended June 30, 1999	Filed herewith in electronic filing

Exhibits other than those listed above have been omitted since they are either not required or not applicable.

BY-LAWS

OF

MURPHY OIL CORPORATION

As Amended May 12, 1999

ARTICLE I.

Offices.

Section 1. Offices. Murphy Oil Corporation (hereinafter called the Company) may have, in addition to its principal office in Delaware, a principal or other office or offices at such place or places, either within or without the State of Delaware, as the board of directors may from time to time determine or as shall be necessary or appropriate for the conduct of the business of the Company.

ARTICLE II.

Meetings of Stockholders.

Section 1. Place of Meetings. The annual meeting of the stockholders shall be held at the place therein determined by the board of directors and stated in the notice thereof, and other meetings of the stockholders may be held at such place or places, within or without the State of Delaware, as shall be fixed by the board of directors and stated in the notice thereof.

Section 2. Annual Meetings. The annual meeting of stockholders for the election of directors and the transaction of such other business as may come before the meeting shall be held in each year on the second Wednesday in May. If this date shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting the stockholders entitled to vote shall elect a board of directors and they may transact such other corporate business as shall be stated in the notice of the meeting.

Section 3. Special Meetings. Special meetings of the stockholders for any purpose or purposes may be called by the Chairman of the Board or by order of the board of directors and shall be called by the Chairman of the Board or the Secretary upon the written request of stockholders holding of record at least a majority of the outstanding shares of stock of the Company entitled to vote at such meeting. Such written request shall state the purpose or purposes for which such meeting is to be called.

Section 4. Notice of Meetings. Except as otherwise expressly required by law, notice of each meeting of stockholders, whether annual or special, shall be given at least 10 days before the date on which the meeting is to be held to each stockholder of record entitled to vote thereat by delivering a notice thereof to him personally, or by mailing such notice in a postage prepaid envelope directed to him at his address as it appears on the books of the Company, unless he shall have filed with the Secretary of the Company a written request that notices intended for him be directed to another

address, in which case such notice shall be directed to him at the address designated in such request. Notice of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy; and if any stockholder shall in person or by attorney thereunto authorized, in writing or by telegraph, cable, radio or wireless and confirmed in writing, waive notice of any meeting of the stockholders, whether prior to or after such meeting, notice thereof need not be given to him. Notice of any adjourned meeting of the stockholders shall not be required to be given except where expressly required by law.

Section 5. Quorum. At each meeting of the stockholders the holders of record of a majority of the issued and outstanding stock of the Company entitled to vote at such meeting, present in person or by proxy, shall constitute a quorum for the transaction of business except where otherwise provided by law, the certificate of incorporation or these by-laws. In the absence of a quorum, any officer entitled to preside at or act as secretary of such meeting shall have the power to adjourn the meeting from time to time until a quorum shall be constituted. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Voting. At every meeting of stockholders each holder of record of the issued and outstanding stock of the Company entitled to vote at such meeting shall be entitled to one vote in person or by proxy, but no proxy shall be voted after three years from its date unless the proxy provides for a longer period, and, except where the transfer books of the Company have been closed or a date has been fixed as the record date for the determination of stockholders entitled to vote, no share of stock shall be voted directly or indirectly. At all meetings of the stockholders, a quorum being present, all matters shall be decided by majority vote of those present in person or by proxy, except as otherwise required by the laws of the State of Delaware or the certificate of incorporation. The vote thereat on any question need not be by ballot unless required by the laws of the State of Delaware.

ARTICLE III.

Board of Directors.

Section 1. General Powers. The property, business and affairs of the Company shall be managed by the board of directors.

Section 2. Number and Term of Office. The number of directors shall be eleven, but may from time to time be increased or diminished to not less than three by amendment of these by-laws. Directors need not be stockholders. Each director shall hold office until the annual meeting of the stockholders next following his election and until his successor shall have been elected and shall qualify, or until his death, resignation or removal.

Section 3. Quorum and Manner of Acting. Unless otherwise provided by law the presence of six members of the board of directors shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, all matters shall be decided by the affirmative vote of a majority of the directors present, except as otherwise required by the laws of the State of Delaware.

Section 4. Place of Meetings, etc. The board of directors may hold its meetings and keep the books and records of the Company at such place or places within or without the State of Delaware as the board may from time to time determine.

Section 5. Annual Meeting. Promptly after each annual meeting of stockholders for the election of directors and on the same day the board of directors shall meet for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors or in a consent and waiver of notice thereof signed by all the directors.

Section 6. Regular Meetings. Regular meetings of the board of directors may be held at such time and place, within or without the State of Delaware, as shall from time to time be determined by the board of directors. After there has been such determination and notice thereof has been once given to each member of the board of directors, regular meetings may be held without further notice being given.

Section 7. Special Meetings; Notice. Special meetings of the board of directors shall be held whenever called by the Chairman of the Board or by a majority of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least 10 days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, radio or wireless, or be delivered personally or by telephone, not later than the day before the day on which such meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof. Notice of any meeting of the board of directors need not be given to any director, however, if waived by him in writing or by telegraph, cable, radio or wireless and confirmed in writing, whether before or after such meeting, or if he shall be present at such meeting. Any meeting of the board of directors shall be a legal meeting without any notice thereof having been given if all the directors then in office shall be present thereat.

Section 8. Resignation. Any director of the Company may resign at any time by giving written notice to the Chairman of the Board or the Secretary of the Company. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal. Any director may be removed at any time, either with or without cause, by the affirmative vote of the holders of record of a majority of the issued and outstanding class of stock of the Company entitled to vote for the election of such director, given at a special meeting of the stockholders called for that purpose. The vacancy in the board of directors caused by any such removal may be filled by the stockholders at such meeting.

Section 10. Vacancies. Any vacancy that shall occur in the board of directors by reason of death, resignation, disqualification or removal or any other cause whatever, unless filled as provided in Section 9 hereof, shall be filled by the majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class of capital stock which elected the directors whose office shall have become vacant. If any new directorship is created by increase in the number of directors, a majority of the directors then in office may fill such new directorship. The term of office of any director so chosen to fill a vacancy or a new directorship shall terminate upon the election and qualification of directors at any meeting of stockholders called for the purpose of electing directors.

Section 11. Compensation of Directors. Directors may receive a fee, as fixed by the Chairman of the Board, for their services, together with expenses for attendance at regular or special meeting of the board. Members of committees of the board of directors may be allowed compensation for attending committee meetings. Nothing herein contained shall be construed to preclude any director from serving the Company or any subsidiary thereof in any other capacity and receiving compensation therefor.

ARTICLE IV.

Committees of the Board.

Section 1. Executive Committee. The board of directors shall elect from the directors an executive committee.

The board of directors shall fill vacancies in the executive committee by election from the directors.

The executive committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the board of directors, but in every case the presence of at least three members of the committee shall be necessary to constitute a quorum for the transaction of business.

In every case the affirmative vote of a majority of all of the members of the committee present at the meeting shall be necessary for the adoption of any resolution.

Section 2. Membership and Powers. The executive committee shall consist of such number of members as the Board in its discretion shall determine, in addition to the Chairman of the Board, who by virtue of his office shall be a member of the executive committee and chairman thereof. Unless otherwise ordered by the board of directors, each elected member of the executive committee shall continue to be a member thereof until the expiration of his term of office as a director.

The executive committee, subject to any limitations prescribed by the board of directors, shall have special charge of all financial accounting, legal and general administrative affairs of the Company. During the intervals between the meetings of the board of directors the executive committee shall have all the powers of the board in the management of the business and affairs of the Company, including the power to authorize the seal of the Company to be affixed to all papers which require it, except that said committee shall not have the power of the board (i) to fill vacancies in the board, (ii) to amend the by-laws, (iii) to adopt a plan of merger or consolidation, (iv) to recommend to the stockholders the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company otherwise than in the usual and regular course of its business, or (v) to recommend to the stockholders a voluntary dissolution of the Company or a revocation thereof.

Section 3. Other Committees. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more other committees, each committee to consist of two or more of the directors of the Company, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Company, and may have power to authorize the seal of the Company to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

ARTICLE V.

Officers.

Section 1. Number. The principal officers of the Company shall be a Chairman of the Board, President, one or more Vice Presidents (which may be designated as Executive or Senior Vice President(s)), a Secretary, a Treasurer, and a Controller. No officers except the Chairman of the Board and President need be directors. One person may hold the offices and perform the duties of any two or more of said offices.

Section 2. Election and Term of Office. The principal officers of the Company shall be chosen annually by the board of directors at the annual meeting thereof. Each such officer shall hold office until his successor shall have been chosen and shall qualify, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Subordinate Officers. In addition to the principal officers enumerated in Section 1 of this Article V, the Company may have one or more Assistant Vice Presidents, one or more Assistant Treasurers, one or more Assistant Secretaries and such other officers, agents and employees as the board of directors may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as the board or the President may from time to time determine. The board of directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

Section 4. Compensation of Principal Officers. The salaries of the principal officers shall be fixed from time to time either by the board of directors or by a committee of the board to which such power may be delegated. The salaries of any other officers shall be fixed by the President or by a committee or committees to which he may delegate such power.

Section 5. Removal. Any officer may be removed, either with or without cause, at any time, by resolution adopted by the board of directors at any regular meeting of the board or at any special meeting of the board called for the purpose at which a quorum is present.

Section 6. Vacancies. A vacancy in any office may be filled for the unexpired portion of the term in the manner prescribed in these by-laws for election or appointment to such office for such term.

Section 7. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the stockholders and directors at which he may be present. He shall have such other authority and responsibility and perform such other duties as may be determined by the board of directors.

Section 8. President. The President shall be the chief executive officer of the Company and as such shall have general supervision and management of the affairs of the Company subject to the control of the board of directors. He may enter into any contract or execute any deeds, mortgages, bonds, contracts or other instruments in the name and on behalf of the Company except in cases in which the authority to enter into such contract or execute and deliver such instrument, as the case may be, shall be otherwise expressly delegated. In general he shall perform all duties incident to the office of President as herein defined and all such other duties as from time to time may be assigned to him by the board of directors. In the absence of the Chairman of the Board, the President shall preside at meetings of the stockholders and directors.

Section 9. Vice Presidents. The Vice Presidents, in order of their seniority unless otherwise determined by the board of directors, shall in the absence or disability of the President perform the duties and exercise the powers of such offices. The Vice Presidents shall perform such other duties and have such other powers as the President or the board of directors may from time to time prescribe.

Section 10. Secretary. The Secretary shall attend all sessions of the board and all meetings of the stockholders, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the committees of the board of directors when required. He shall give or cause to be given, notice of all meetings of the stockholders and of special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors, or the President, under whose supervision he shall be. He shall keep in safe custody the seal of the Company and, when authorized by the board of directors, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

Section 11. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Company, and shall deposit all moneys and other valuable effects in the name and to the credit of the Company in such depositories as may be designated from time to time by the Board of Directors.

He shall disburse the funds of the Company as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and board of directors at the regular meetings of the board, or whenever they may require it, an account of the financial condition of the Company.

If required by the board of directors, he shall give the Company a bond, in such sum and with such surety or sureties as shall be satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the Company, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Company.

Section 12. Controller. The Controller shall be in charge of the accounts of the Company and shall perform such duties as from time to time may be assigned to him by the President or by the board of directors.

ARTICLE VI.

Shares and Their Transfer.

Section 1. Certificates for Stock. Certificates for shares of capital stock of the Company shall be numbered, and shall be entered in the books of the Company, in the order in which they are issued.

Section 2. Regulations. The board of directors may make such rules and regulations as it may deem expedient, not inconsistent with the certificate of incorporation or these by-laws, concerning the issue, transfer and registration of certificates for shares of capital stock of the Company. It may appoint, or authorize any principal officer or officers to appoint, one or more transfer clerks or one or more transfer agents and one or more registrars, and may require all such certificates to bear the signature or signatures of any of them.

Section 3. Stock Certificate Signature. The certificates for shares of the respective classes of such stock shall be signed by, or in the name of the Company by, the Chairman of the Board, the President or any Vice President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, and where signed (a) by a transfer agent or an assistant transfer agent or (b) by a transfer clerk acting on behalf of the Company and a registrar, the signature of any such Chairman of the Board, President, Vice President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary may be facsimile. Each such certificate shall exhibit the name of the holder thereof and number of shares represented thereby and shall not be valid until countersigned by a transfer agent.

The board of directors may, if it so determines, direct that certificates for shares of any class or classes of capital stock of the Company be registered by a registrar, in which case such certificates will not be valid until so registered.

In case any officer of the Company who shall have signed, or whose facsimile signature shall have been used on, any certificate for shares of capital stock of the Company shall cease to be such officer, whether because of death, resignation or otherwise, before such certificate shall have been delivered by the Company, such certificate shall nevertheless be deemed to have been adopted by the Company and may be issued and delivered as though the person who signed such certificate or whose facsimile signature shall have been used thereon had not ceased to be such officer.

Section 4. Designations, Preferences, etc. on Certificates for Stock. Certificates for shares of capital stock of the Company shall state on the face or back thereof that the Company will furnish without charge to each stockholder who so requests (which request may be addressed to the Secretary of the Company or to a transfer agent) a statement of the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof which the Company is authorized to issue and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 5. Stock Ledger. A record shall be kept by the Secretary or by any other officer, employee or agent designated by the board of directors of the name of the person, firm, or corporation holding the stock represented by such certificates, the number of shares represented by such certificates, respectively, and the respective dates thereof, and in case of cancellation the respective dates of cancellation.

Section 6. Cancellation. Every certificate surrendered to the Company for exchange or transfer shall be canceled, and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so canceled.

Section 7. Transfers of Stock. Transfers of shares of the capital stock of the Company shall be made only on the books of the Company by the registered holder thereof or by his attorney thereunto authorized on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon. The person in whose name shares of stock stand on the books of the Company shall be deemed the owner thereof for all purposes as regards the Company; provided, however, that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary or the transfer agent making such transfer, shall be so expressed in the entry of transfer.

Section 8. Closing of Transfer Books. The board of directors may by resolution direct that the stock transfer books of the Company be closed for a period not exceeding 60 days preceding the date of any meeting of the stockholders, or the date for the payment of any dividend, or the date for the allotment of any rights, or the date when any change or conversion or exchange of capital stock of the company shall go into effect, or for a period not exceeding 60 days in connection with obtaining the consent of stockholders for any purpose. In lieu of such closing of the stock transfer books, the board may fix in advance a date, not exceeding 60 days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect or a date in connection with obtaining such consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, such meeting, and any adjournment thereof, or to receive payment of any such dividend, or to receive any such allotment of rights, or to exercise the rights in respect of any such change, conversion, or exchange of capital stock or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Company after any record date so fixed.

ARTICLE VII.

Miscellaneous Provisions.

Section 1. Corporate Seal. The board of directors shall provide a corporate seal which shall be in the form of a circle and shall bear the name of the Company and words and figures showing that it was incorporated in the State of Delaware in the year 1964. The Secretary shall be the custodian of the seal. The board of directors may authorize a duplicate seal to be kept and used by any other officer.

Section 2. Fiscal Year. The fiscal year of the Company shall be fixed by resolution of the board of directors.

Section 3. Voting of Stocks Owned by the Company. The board of directors may authorize any person in behalf of the Company to attend, vote and grant proxies to be used at any meeting of stockholders of any corporation in which the Company may hold stock.

Section 4. Dividends. Subject to the provisions of the certificate of incorporation, the board of directors may, out of funds legally available therefor, at any regular or special meeting declare dividends upon the capital stock of the Company as and when they deem expedient. Dividends may be paid in cash, in property, or in shares of capital stock of the Company, subject to the provisions of the certificate of incorporation. Before declaring any dividend there may be set apart out of any funds of the Company available for dividends such sum or sums as the directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the directors shall deem conducive to the interests of the Company.

ARTICLE VIII.

Indemnification of Officers, Directors, Employees and Agents; Insurance.

Section 1. Indemnification.

(a) The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Company) by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and, except for an action by or in the right of the Company, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except for an action by or in the right of the Company, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. With respect to an action by or in the right of the Company, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(c) Any indemnification under subsection (a) (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a). Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

(d) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the manner provided in subsection (c) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized in this section.

(e) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in other capacities while holding such offices, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance. The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of either the General Corporation Law of the State of Delaware or of these by-laws.

ARTICLE IX.

Amendments.

The by-laws of the Company may be altered, amended or repealed either by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote in respect thereof and represented in person or by proxy at any annual or special meeting of the stockholders, or by the affirmative vote of a majority of the directors then in office given at any regular or special meeting of the board of directors. By-laws, whether made or altered by the stockholders or by the board of directors, shall be subject to alteration or repeal by the stockholders as in this Article provided.

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THIS FINANCIAL DATA SCHEDULE CONTAINS SUMMARY UNAUDITED FINANCIAL INFORMATION
EXTRACTED FROM THE CONSOLIDATED BALANCE SHEET AT JUNE 30, 1999, AND THE
CONSOLIDATED STATEMENT OF INCOME FOR THE SIX MONTHS THEN ENDED OF MURPHY OIL
CORPORATION AND CONSOLIDATED SUBSIDIARIES AND IS QUALIFIED IN ITS ENTIRETY BY
REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

6-MOS
DEC-31-1999
JUN-30-1999
44,895
0
275,453
10,777
158,132
520,404
4,745,595
3,024,585
2,307,311
405,923
487,362
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48,775
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2,307,311
730,558
754,757
652,040
652,040
41,546
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10,737
17,006
7,984
9,022
0
0
0
9,022
.20
.20

Includes 1,513 provision for reduction in force.