SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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ss of Reporting F HN W	Person*	2. Issuer Name and Ticker or Trading Symbol <u>MURPHY OIL CORP /DE</u> [MUR]		all applicable)	rson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 200 PEACH STREET P.O. BOX 7000 (Street) EL DORADO AR 71731-7000 (City) (State) (Zip)		3. Date of Earliest Transaction (Month/Day/Year) 11/14/2013		below) Senior VP & C	below)
		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
	HN W (First) REET AR	(First) (Middle) REET AR 71731-7000	HN W MURPHY OIL CORP /DE [MUR] (First) (Middle) REET 3. Date of Earliest Transaction (Month/Day/Year) AR 71731-7000	HN W MURPHY OIL CORP /DE [MUR] (Check (First) (Middle) REET 3. Date of Earliest Transaction (Month/Day/Year) X 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indiv X X	HN W MURPHY OIL CORP /DE [MUR] (Check all applicable) (First) (Middle) REET 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title below) 11/14/2013 Senior VP & C AR 71731-7000 6. Individual or Joint/Group Filin X Form filed by One Reg Form filed by More tha 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	11/14/2013		М		19,373 ⁽¹⁾	A	\$43.8753	46,940	D		
Common Stock	11/14/2013		F ⁽²⁾		16,561	D	\$61.305	30,379	D		
Common Stock	11/14/2013		S		2,812	D	\$61.8343	27,567	D		
Common Stock								8,300	I	Trustee, Company 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)	ate Execution Date, Transaction Derivati Month/Day/Year) if any Code (Instr. Acquire (Month/Day/Year) 8) Code (Code (Instr. Acquire or Dispo		urities uired (A) isposed D) (Instr. 3,	6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Stock Option ⁽³⁾	\$43.8753	11/14/2013		М			19,373 ⁽¹⁾	02/06/2009	02/06/2014	Common Stock	19,373	\$0	0	D	

Explanation of Responses:

1. Original award of 17,500 stock options was adjusted by a ratio of 1.1070 on September 6, 2013 as a result of the spin-off of Murphy USA Inc.

2. Represents a "net exercise" of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the average high and low price on November 13, 2013 of \$61.305.

3. Award granted under the 1992 Management Stock Incentive Plan.

/s/ Walter K. Compton,
attorney-in-fact
** Signature of Poporting D

11/18/2013

Date

** Signature of Reporting Person

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.