

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

FORM 8-K

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

Date of report (Date of earliest event reported): May 11, 2005

MURPHY OIL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-8590
(Commission File Number)

71-0361522
(IRS Employer Identification No.)

200 Peach Street
P.O. Box 7000, El Dorado, Arkansas
(Address of principal executive offices)

71731-7000
(Zip Code)

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

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendment to Certificate of Incorporation

On May 11, 2005, Murphy Oil Corporation's stockholders voted to amend the Fourth Article of the Company's Certificate of Incorporation to authorize the Company to issue up to 450 million shares of \$1.00 par value Common Stock. Prior to this amendment, the Company was authorized to issue up to 200 million shares of Common Stock.

Item 7.01. Regulation FD Disclosure

On May 11, 2005, Murphy Oil Corporation's Board of Directors declared a two-for-one stock split of the Company's Common Stock. The split is effective on June 3, 2005 to holders of record as of the close of business on May 20, 2005.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

3.1 The Certificate of Amendment of Certificate of Incorporation of Murphy Oil Corporation as amended as approved by vote of shareholders effective May 11, 2005 is attached hereto as Exhibit 3.1.

99.1 A news release dated May 11, 2005 announcing that Murphy Oil's Board of Directors has declared a two-for-one stock split of the Company's Common Stock effective June 3, 2005 to holders of record as of the close of business on May 20, 2005 is attached hereto as Exhibit 99.1.

Signature

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 hereunto duly authorized.

MURPHY OIL CORPORATION

By: /s/ John W. Eckart

John W. Eckart

Controller

Date: May 11, 2005

Exhibit Index

- 3.1 Certificate of Amendment of Certificate of Incorporation of Murphy Oil Corporation as amended effective May 11, 2005.
- 99.1 A news release dated May 11, 2005 announcing that Murphy Oil's Board of Directors has declared a two-for-one stock split of the Company's Common Stock effective June 3, 2005 to holders of record as of the close of business on May 20, 2005.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MURPHY OIL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“Company”),

DOES HERBY CERTIFY:

FIRST: On March 11, 2005, the Board of Directors of the Company adopted a resolution proposing an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of Common Stock from 200,000,000 to 450,000,000 and directing that said amendment be considered at the Annual Meeting of Stockholders to be held May 11, 2005. The resolution setting forth the proposed amendment is as follows:

“**RESOLVED**, that the Certificate of Incorporation of the Company be amended by deleting the first paragraph of Article FOURTH and substituting therefore the following:

“The total number of shares of stock of all classes which the Company shall have authority to issue is 450,400,000, of which 400,000 shall be of the par value of \$100 each, designated as ‘Cumulative Preferred Stock’, and 450,000,000 shall be of the par value of \$1.00 each, designated as ‘Common Stock.’”;

FURTHER RESOLVED, that the proposed charter amendment be included within the proxy materials to be distributed to stockholders and that the Company’s stockholders shall be asked to vote for or against the charter amendment by simple majority vote at the Annual Meeting of Stockholders to be held May 11, 2005. The Board recommends that the stockholders vote FOR the amendment to the Certificate of Incorporation.”

SECOND: Thereafter, pursuant to said resolution of its Board of Directors, said amendment was considered at the annual meeting of stockholders of said Company by the

stockholders entitled to vote in respect of said amendment, notice of which meeting was duly given as required by Section 222 of the General Corporation Law of the State of Delaware, and at such meeting the necessary number of shares as required by statute and by the Certificate of Incorporation were voted in favor of the adoption of said amendment.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: Said amendment effects no change in the issued shares of the corporation.

IN WITNESS WHEREOF, said MURPHY OIL CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Steven A. Cossé, its Executive Vice President, and Walter K. Compton, its Secretary, this 11th day of May, 2005.

MURPHY OIL CORPORATION

BY: /S/ STEVEN A. COSSÉ

Steven A. Cossé
Executive Vice President

ATTEST:

By: /S/ WALTER K. COMPTON

Walter K. Compton
Secretary

STATE OF ARKANSAS)

) ss.

COUNTY OF UNION)

BE IT REMEMBERED that on this 11th day of May, 2005, personally came before me, a Notary Public in and for the County and State aforesaid, Steven A. Cossé, Executive Vice President of Murphy Oil Corporation, a Corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Steven A. Cossé, as such Executive Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signature of the said Executive Vice President and the Secretary of said corporation to said foregoing certificate are in the handwriting of said Executive Vice President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

My commission expires _____.

Notary Public in and for
Union County, Arkansas

**MURPHY OIL'S BOARD DECLARES TWO-FOR-ONE STOCK SPLIT FOLLOWING
ANNUAL SHAREHOLDERS' MEETING**

EL DORADO, Arkansas, May 11, 2005 — The Board of Directors of Murphy Oil Corporation (NYSE:MUR) today declared a two-for-one stock split of the Common Stock of Murphy Oil Corporation. The stock split will be effected by way of a dividend of one share of stock for each share held. The distribution date for the dividend is June 3, 2005 to holders of record of stock at the close of business on May 20, 2005.

Claiborne P. Deming, President and Chief Executive Officer, commented, "We are pleased to announce this stock split, our second in the last two and one-half years, which will provide additional liquidity and make our shares more widely available to potential shareholders. Murphy has enjoyed consistently strong share price performance over the past several years and I am confident Murphy has the right combination of people, assets and strategies in place to continue our steady growth."

Earlier in the day, Murphy Oil held its annual shareholders' meeting in El Dorado, Arkansas, with Chairman William C. Nolan Jr. presiding. At this meeting, Mr. Deming presented a review of the Company's operations, followed by a period of questions from those in attendance. During the meeting, stockholders elected all nominated directors, approved an amendment to the Company's Certificate of Incorporation that increased the number of authorized shares of Common Stock from 200 million to 450 million and approved the Audit Committee's appointment of KPMG LLP as the Company's independent registered public accounting firm for 2005.

The forward-looking statements reflected in this release are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. No assurance can be given that the results discussed herein will be attained, and certain important factors that may cause actual results to differ materially are contained in Murphy's January 15, 1997 Form 8-K report on file with the U.S. Securities and Exchange Commission.

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