SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GARDNER JOHN B	MURPHY OIL CORP /DE [MUR]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Vice President & Treasurer
300 PEACH STREET P.O. BOX 7000	02/02/2016	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
EL DORADO AR 71731-7000		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2016		M		1,869(1)(2)	A	$0	1,869	D	
Common Stock	02/02/2016		F(3)		623	D	$17.565	1,246	D	
Common Stock								333(4)	I	Trustee of 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option(5)	$17.565	02/02/2016		A		13,000		(6)	02/02/2023	Common Stock	13,000	$0	13,000	D	
Performance Stock Unit(5)	(7)	02/02/2016		A		6,000		(7)	(7)	Common Stock	6,000	$0	6,000	D	
Restricted Stock Unit(5)	(7)	02/02/2016		A		3,000		(7)(8)	(7)(8)	Common Stock	3,000	$0	21,764	D	
Restricted Stock Unit(9)	(7)	02/02/2016		M			3,764(1)(2)	(7)	(7)	Common Stock	3,764	$0	18,000	D	

Explanation of Responses:

1. Original award of 3,400 performance-based restricted stock units 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 performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis. Pursuant to the terms of the performance-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 45.775% of the original award, plus shares equivalent in value to accumulated dividends.

3. Shares withheld for taxes on RSU vesting.

4. Includes 13 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2015.

5. Award granted under the 2012 Long-Term Incentive Plan.

6. The option vests in two equal installments, the first half two years after the original grant date and the final half three years after the original grant date

7. These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date

8. Vest date is February 2, 2019.

9. Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.

/s/ E. Ted Botner, attorney-in-fact — 02/04/2016

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.