MURPHY OIL CORP /DE

Form 4

February 04, 2016

FORM 4

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

OMB Number:

5 Relationship of Reporting Person(s) to

Washington, D.C. 20549

Expires: January 31, 2005

3235-0287

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimate burden

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2 Jasuar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

COMPTON	2. Issuer Name and Ticker or Trading Symbol MURPHY OIL CORP /DE [MUR]					Issuer (Check all applicable)					
(Last)	(First)	(Middle)	(Month/l	of Earliest T Day/Year)	Transaction	l		Director X Officer (giv	10	% Owner	
7000 7000	H STREET, P.O.	. вох	02/02/2	2016				below)	below) tive Vice President	\1	
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
EL DORAI	DO, AR 71731-7	000						Form filed by l Person	More than One R	Leporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	od of (D) 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)	
Common Stock	02/02/2016			M	6,323 (1) (2)	(D)	Price \$ 0	35,880	D		
Common Stock	02/02/2016			F(3)	2,165	D	\$ 17.565	33,715 <u>(4)</u>	D		
Common Stock								4,099 (5)	I	Trustee Of Company Thrift Plan	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title A
Stock Option (6)	\$ 17.565	02/02/2016		A	43,000		<u>(7)</u>	02/02/2023	Common 4
Performance Stock Unit (6)	<u>(8)</u>	02/02/2016		A	20,000		(8)	<u>(8)</u>	Common Stock 2
Restricted Stock Unit (6)	<u>(8)</u>	02/02/2016		A	10,000		(8)(9)	(8)(9)	Common Stock
Restricted Stock Unit	<u>(8)</u>	02/02/2016		M		12,731 (1) (2)	<u>(8)</u>	(8)	Common Stock
Phantom Stock Unit	(11)						(12)	(12)	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COMPTON WALTER K 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000

Executive Vice President

Signatures

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

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Original award of 11,500 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.

Reporting Owners 2

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- 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 146 shares obtained through the Company Employee Stock Purchase Plan. The information in this report is based on a plan statement dated December 31, 2015
- (5) Includes 473 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2015.
- (6) Award granted under the 2012 Long-Term Incentive Plan.
- (7) 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
- (8) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (9) Vest date is February 2, 2019.
- (10) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (11) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
- The reported phantom stock units were acquired under Murphy Oil Corporation's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock units into an alternative investment account at any time prior to settlement.
- (13) Includes 410 shares obtained under the Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.