

MURPHY OIL CORP /DE  
Form 4  
February 02, 2017

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Caldwell Keith S

(Last) (First) (Middle)  
300 PEACH STREET, P.O. BOX 7000  
(Street)

EL DORADO, AR 71731-7000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MURPHY OIL CORP /DE [MUR]

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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)	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	01/31/2017		M	3,520 (1) A \$ 0	15,209	D	
Common Stock	01/31/2017		F(2)	1,206 D \$ 28.505	14,003	D	

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option <sup>(3)</sup>	\$ 28.505	01/31/2017		A	16,000	<sup>(4)</sup> 01/31/2024	Common Stock
Performance Stock Unit <sup>(3)</sup>	<sup>(5)</sup>	01/31/2017		A	15,000	<sup>(5)</sup> <sup>(5)</sup>	Common Stock
Restricted Stock Unit <sup>(3)</sup>	<sup>(5)</sup>	01/31/2017		A	7,000	<sup>(5)(6)</sup> <sup>(5)(6)</sup>	Common Stock
Restricted Stock Unit <sup>(7)</sup>	<sup>(5)</sup>	01/31/2017		M	4,000 <sup>(1)</sup>	<sup>(5)</sup> <sup>(5)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caldwell Keith S 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Sr Vice President & Controller	

## Signatures

/s/ E. Ted Botner, 02/02/2017  
attorney-in-fact

     \*\*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).

- Represents performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a
- (1) one-for-one basis. Pursuant to the terms of the performance-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 78.75% of the original award, plus shares equivalent in value to accumulated dividends.
  - (2) Shares withheld for taxes on RSU vesting.
  - (3) Award granted under the 2012 Long-Term Incentive Plan.
  - (4) 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.
  - (5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

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(6) Vest date is January 31, 2020.

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

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

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