

MURPHY OIL CORP /DE  
Form 4  
February 18, 2014

**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 \*  
MIRELES THOMAS J

(Last) (First) (Middle)

200 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)  
02/13/2014

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)  
Employee

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                    | 02/13/2014                           |  | S                              |   | 3,450   | D  | \$ 57.21  |
| Common Stock                    | 02/14/2014                           |  | M                              |   | 5,535<br><u>(1)</u>   | A  | \$ 37.4435  |
| Common Stock                    | 02/14/2014                           |  | F <sup>(3)</sup>               |   | 4,183   | D  | \$ 56.39  |
| Common Stock                    | 02/14/2014                           |  | M                              |   | 13,838<br><u>(2)</u>  | A  | \$ 45.4788  |
| Common Stock                    | 02/14/2014                           |  | F <sup>(3)</sup>               |   | 11,892  | D  | \$ 56.39  |

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

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(9-02)

**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 Securities (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Option <u>(4)</u>                    | \$ 37.4435   | 02/14/2014                           |  | M                              | 5,535 <u>(1)</u>  | 02/03/2011 02/03/2016                                    | Common Stock  | 5,535  |                            |
| Stock Option <u>(4)</u>                    | \$ 45.4788   | 02/14/2014                           |  | M                              | 13,838 <u>(2)</u>   | 02/02/2012 02/02/2017                                    | Common Stock  | 13,838 |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |          |
|---|---------------|-----------|---------|----------|
|   | Director      | 10% Owner | Officer | Other    |
| MIRELES THOMAS J<br>200 PEACH STREET<br>P.O. BOX 7000<br>EL DORADO, AR 71731-7000 |               |           |         | Employee |

## Signatures

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

02/18/2014

\_\_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 5,000 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) Original award of 12,500 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.

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- (3) 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 February 13, 2014 of \$56.39.
- (4) Award granted under the 2007 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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