

Murphy USA Inc.  
Form 3  
August 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Henderson Joseph III		(Month/Day/Year)	Murphy USA Inc. [MUSA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		08/27/2014		
200 PEACH STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
EL DORADO,Â ARÂ 71730			<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			(specify below)	
			Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	385	D	Â
Common Stock	482	I	Trustee of Company Thrift Plan

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Murphy USA Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Stock Unit <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	2,400	\$ <u>(2)</u>	D	Â
Restricted Stock Unit <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,200	\$ <u>(2)</u>	D	Â
Restricted Stock Unit <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,439	\$ <u>(2)</u>	D	Â
Restricted Stock Unit <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	375	\$ <u>(2)</u>	D	Â
Stock Option <u>(1)</u>	Â <u>(3)</u>	02/11/2021	Common Stock	3,900	\$ 39.46	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Joseph III 200 PEACH STREET EL DORADO, AR 71730	Â	Â	Â Vice President	Â

## Signatures

/s/ John A. Moore,  
attorney-in-fact

08/29/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Award granted under the 2013 Long-term Incentive Plan.
- (2) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (3) The option vests in two equal installments, the first half two years after the grant date and the final half three years after the grant date.

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### Remarks:

hendersonjosephpoa.txt

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.