

McFadyen Michael K  
Form 4  
February 06, 2018

# FORM 4

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

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

### OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McFadyen Michael K

(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)

02/02/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/02/2018		M	(A) or (D) Amount 27,481 (1)	\$ 0	82,942	D
Common Stock	02/02/2018		F(2)	13,191	\$ 30.27	69,751	D
Common Stock	02/02/2018		M	(A) or (D) Amount 13,613 (3)	\$ 0	83,364	D
Common Stock	02/02/2018		F(2)	6,535	\$ 30.27	76,829	D
Common Stock					846 (4)	I	Trustee of Company Thrift Plan

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

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SEC 1474  
(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
Performance Stock Unit <sup>(5)</sup>	<u>(6)</u>	02/02/2018		M		23,000	<u>(1)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	23,000
Restricted Stock Unit <sup>(8)</sup>	<u>(6)</u>	02/02/2018		M		12,000	<u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McFadyen Michael K 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Executive Vice President	

## Signatures

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

02/06/2018

\*\*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) 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 105.325% of the original award, plus shares equivalent in value to accumulated dividends.

(2) Shares withheld for taxes on RSU vesting.

(3) Represents 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 time-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 100% of the original award,

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plus shares equivalent in value to accumulated dividends.

- (4) Includes 32 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2017.
- (5) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.  
The balance has been adjusted by 10,000 performance stock units ("PSUs") to correct an erroneously reported beginning balance of 53,000 PSUs instead of the correct beginning balance of 63,000 PSUs in the total reported PSUs beneficially owned in Table II Column 3 on a Form 3 dated December 6, 2016.
- (7) 53,000 PSUs instead of the correct beginning balance of 63,000 PSUs in the total reported PSUs beneficially owned in Table II Column 3 on a Form 3 dated December 6, 2016.
- (8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.

### Remarks:

mkmpoa.txt

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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