

McFadyen Michael K  
Form 4  
February 06, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

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 or (D) Price		
Common Stock	02/02/2018		M		27,481 (1)	A	\$ 0 82,942 D
Common Stock	02/02/2018		F(2)		13,191	D	\$ 30.27 69,751 D
Common Stock	02/02/2018		M		13,613 (3)	A	\$ 0 83,364 D
Common Stock	02/02/2018		F(2)		6,535	D	\$ 30.27 76,829 D
Common Stock					846 (4)	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 displays a currently valid OMB control number.**

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)	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).

- 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.
- (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 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,

## Edgar Filing: McFadyen Michael K - Form 4

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.
- (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. 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.