McFadyen Michael K Form 4 February 06, 2018

FORM 4

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

OMB APPROVAL

Number: 3235-0287

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5. Relationship of Reporting Person(s) to

Issuer

846 (4)

Ι

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Stock

(Print or Type Responses)

McFadyen Michael K

1. Name and Address of Reporting Person *

			MURPHY OIL CORP /DE [MUR]				[UR]	(Check all applicable)				
(Last) (First) (Middle) 300 PEACH STREET, P.O. BOX 7000			(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2018					Director 10% Owner Officer (give title Other (specify below)			
					mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
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		

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 ionDerivative 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 (5)	<u>(6)</u>	02/02/2018		M		23,000 (1)	<u>(6)</u>	<u>(6)</u>	Common Stock	23,000
Restricted Stock Unit (8)	<u>(6)</u>	02/02/2018		M		12,000	(6)	<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 (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,

Reporting Owners 2

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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
- (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:

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