

MURPHY OIL CORP /DE

Form 4

February 02, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coleman Eugene T

(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)

01/31/2017

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	01/31/2017		M	(A) or (D) 13,201 (1)	\$ 0 24,795	D	
Common Stock	01/31/2017		F(2)	3,611 D	\$ 28.505 21,184	D	
Common Stock					1,379 (3)	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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option <u>(4)</u>	\$ 28.505	01/31/2017		A	42,000	<u>(5)</u> 01/31/2024	Common Stock
Performance Stock Unit <u>(4)</u>	<u>(6)</u>	01/31/2017		A	39,000	<u>(6)</u> <u>(6)</u>	Common Stock
Restricted Stock Unit <u>(4)</u>	<u>(6)</u>	01/31/2017		A	20,000	<u>(6)(7)</u> <u>(6)(7)</u>	Common Stock
Performance Stock Unit <u>(8)</u>	<u>(6)</u>	01/31/2017		M	15,000 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock
Phantom Stock Unit	<u>(9)</u>					<u>(10)</u> <u>(10)</u>	Common Stock

Reporting Owners

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

Signatures

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

02/02/2017

 **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 78.75% of the original award, plus shares equivalent in value to accumulated dividends.

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- (2) Shares withheld for taxes on RSU vesting.
- (3) Includes 9 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2016.
- (4) Award granted under the 2012 Long-Term Incentive Plan.
- (5) The option vests in two equal installments, the first half two years after original grant date and the final half three years after original grant date.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (7) Vest date is January 31,2020.
- (8) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (9) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
The reported phantom stock units were acquired under Murphy Oil Corporation's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock units into an alternative investment account at any time prior to settlement.
- (11) Includes 45 shares obtained under Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2016.

Remarks:

etcpoa.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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