

Murphy USA Inc.  
Form 5  
February 16, 2016

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MURPHY ROBERT MADISON

(Last) (First) (Middle)

200 PEACH STREET

(Street)

EL DORADO, AR 71730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Murphy USA Inc. [MUSA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

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)

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock                    | 12/08/2014                           | Â                                                  | G                              | 428                                                               | D          | \$ 0  | 56,658 <sup>(1)</sup>                                                                      | I                                                        | Partnership                                |
| Common Stock                    | 12/30/2015                           | Â                                                  | G                              | 7,363                                                             | D          | \$ 0  | 49,295                                                                                     | I                                                        | Partnership                                |
| Common Stock                    | 12/30/2015                           | Â                                                  | G                              | 6,915                                                             | A          | \$ 0  | 56,210                                                                                     | I                                                        | Partnership                                |
| Common Stock                    | 12/08/2014                           | Â                                                  | G                              | 107                                                               | A          | \$ 0  | 36,107                                                                                     | I                                                        | Trustee For My Children                    |
|                                 | 12/30/2015                           | Â                                                  | G                              | 224                                                               | A          | \$ 0  | 36,331                                                                                     | I                                                        |                                            |

|              |   |   |   |   |   |   |                        |   |  |                             |
|--------------|---|---|---|---|---|---|------------------------|---|--|-----------------------------|
| Common Stock |   |   |   |   |   |   |                        |   |  | Trustee For My Children     |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 192,160                | D |  | ^                           |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 308,179                | I |  | Beneficiary of Trusts       |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 58,214 <sup>(2)</sup>  | I |  | By Spouse                   |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 372,256 <sup>(1)</sup> | I |  | Co-trustee of Family Trusts |

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

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title or Number of Shares                                     |                                            |                         |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| MURPHY ROBERT MADISON<br>200 PEACH STREET<br>EL DORADO, AR 71730 | ^ X           | ^         | ^       | ^     |

## Signatures

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

02/16/2016

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).

This report is being filed to, among other things, reflect reconciliation adjustments in the reporting person's indirect pecuniary interest in issuer shares held in a family limited partnership (upward adjustment of 660 shares, in certain trusts of which the reporting person is a

(1) co-trustee and beneficiary (downward adjustment of 1,731 shares), resulting from certain transfers of issuer shares, including the distribution of shares from the family limited partnership in redemption of the interest of a limited partner thereof and subsequent contribution of such shares by such limited partner to the aforementioned trusts.

(2) The share total has been adjusted to reflect a reconciliation upward adjustment of 3 shares.

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