

COMPTON WALTER K
Form 4
February 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
COMPTON WALTER K

2. Issuer Name and Ticker or Trading Symbol
MURPHY OIL CORP /DE [MUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 PEACH STREET, P.O. BOX 7000

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(Street)
EL DORADO, AR 71731-7000

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 (A) or (D) Price		
Common Stock	01/31/2012		M		3,324 <u>(1)</u>	A	\$ 0 12,014 D
Common Stock	01/31/2012		F		1,112 <u>(2)</u>	D	\$ 59.655 10,902 D
Common Stock							2,738 I Trustee Of Company Thrift Plan

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

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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)	Amount or Number of Shares
Stock Option ⁽³⁾	\$ 59.655	01/31/2012		A	30,000	01/31/2014 01/31/2019	Common Stock	30,000
Restricted Stock Unit ⁽³⁾	\$ 0 ⁽⁴⁾	01/31/2012		A	10,000	⁽⁴⁾ ⁽⁴⁾	Common Stock	10,000
Restricted Stock Unit ⁽³⁾	\$ 0 ⁽⁴⁾	01/31/2012		M	4,000 ⁽¹⁾	⁽⁴⁾ ⁽⁴⁾	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMPTON WALTER K 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000			Senior Vice President	

Signatures

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

02/02/2012

⁽¹⁾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 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 2007 Long-Term Incentive Plan, the total includes 78.625% of the original award, plus shares equivalent in value to accumulated dividends less shares used to satisfy tax withholding obligations.
- (1) Shares withheld for taxes on RSU vesting.
 - (2) Award granted under the 2007 Long-Term Incentive Plan.
 - (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date

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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.