COMPTON WALTER K

Form 4

February 07, 2013

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COMPTON WALTER K			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MURPHY OIL CORP /DE [MUR]	(Check all applicable)			
(Last)	(First)	(Middle)	3 Date of Farliest Transaction	(enem un approuere)			

200 PEACH STREET, P.O. BOX

(Month/Day/Year)

02/05/2013

10% Owner Director X_ Officer (give title _ Other (specify below)

Senior Vice President

7000

(Street)

4. If Amendment, Date Original Filed(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

EL DORADO, AR 71731-7000

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	iired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	or(A) or D (Instr. 3,	(A) or		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	02/05/2013		M	Amount 4,459 (1)	(D)	Price \$ 0	15,622	D	
Common Stock	02/05/2013		F	1,532 (2)	D	\$ 60.015	14,090	D	
Common Stock							2,960	I	Indirectly by daughter
Common Stock							3,117	I	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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit	\$ 0 (4)	02/05/2013		M		5,000 (1)	<u>(4)</u>	<u>(4)</u>	Common Stock	5,0
Stock Option (5)	\$ 60.015	02/05/2013		A	42,500		02/05/2015	02/05/2020	Common Stock	42,
Restricted Stock Unit (5)	\$ 0 (4)	02/05/2013		A	11,500		<u>(4)</u>	<u>(4)</u>	Common Stock	11,

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 02/07/2013

**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 80.63% of the original award, plus shares equivalent in value to accumulated dividends.

Reporting Owners 2

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- (2) Shares withheld for taxes on RSU vesting.
- (3) Award granted under the 2007 Long-Term Incentive Plan.
- (4) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
- (5) Award granted under the 2012 Long-Term Incentive Plan

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.