

COMPTON WALTER K  
Form 4  
February 07, 2013

**FORM 4**

**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).

**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

(Last) (First) (Middle)

200 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)  
02/05/2013

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)

Senior Vice President

6. Individual or Joint/Group Filing(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)	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	02/05/2013		M		4,459 (1)	A	\$ 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

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

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(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 Derivative Securities		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
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code (V, A, D)	Date Exercisable	Expiration Date		
Restricted Stock Unit <sup>(3)</sup>	\$ 0 <sup>(4)</sup>	02/05/2013		M		5,000 <sup>(1)</sup>	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,000
Stock Option <sup>(5)</sup>	\$ 60.015	02/05/2013		A		42,500	02/05/2015	02/05/2020	Common Stock	42,500
Restricted Stock Unit <sup>(5)</sup>	\$ 0 <sup>(4)</sup>	02/05/2013		A		11,500	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	11,500

### 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, 02/07/2013  
attorney-in-fact

                    \*\*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 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.

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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.