

McFadyen Michael K
 Form 4
 February 07, 2019

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 *
 McFadyen Michael K

(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)
 02/05/2019

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)
 Executive 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/05/2019		M		39,176 (1)	A	\$ 0 126,952 D
Common Stock	02/05/2019		F(2)		12,496	D	\$ 28.16 114,456 D
Common Stock							875 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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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)		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
					(A)	(D)	Date Exercisable	Expiration Date		
Performance Stock Unit ⁽³⁾	⁽⁴⁾	02/05/2019		M		26,000 ⁽¹⁾	⁽⁴⁾	⁽⁴⁾	Common Stock	26,000
Performance Stock Unit ⁽⁵⁾	⁽⁴⁾	02/05/2019		A	75,000		⁽⁴⁾	⁽⁴⁾	Common Stock	75,000
Restricted Stock Unit ⁽⁶⁾	⁽⁴⁾	02/05/2019		A	25,000		⁽⁴⁾ (7)	⁽⁴⁾ (7)	Common Stock	25,000

Reporting Owners

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

Signatures

/s/ E. Ted Botner, 02/07/2019
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).
- Represents performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a
- (1) one-for-one basis. Pursuant to the terms of the performance-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 133.6% of the original award, plus shares equivalent in value to accumulated dividends.
 - (2) Shares withheld for taxes on RSU vesting.
 - (3) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
 - (4) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
 - (5) Performance-based restricted stock unit award granted under the 2018 Long-Term Incentive Plan.

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(6) Time-based restricted stock unit award granted under the 2018 Long-Term Incentive Plan.

(7) Vest date is February 5, 2022.

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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