

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 ⁽¹⁾	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 ⁽²⁾	I		By Spouse
Common Stock	^	^	^	^	^	^	372,256 ⁽¹⁾	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 200 PEACH STREET 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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