

Jenkins Roger W.
Form 4
February 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Jenkins Roger W.

(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)
02/02/2018

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)

President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/02/2018 | | M | (A) 120,680 (1) | \$ 0 284,079 | D | |
| Common Stock | 02/02/2018 | | F(2) | 55,815 | \$ 30.27 228,264 | D | |
| Common Stock | 02/02/2018 | | M | (A) 57,856 (3) | \$ 0 286,120 | D | |
| Common Stock | 02/02/2018 | | F(2) | 22,279 | \$ 30.27 263,841 | D | |
| Common Stock | | | | | 1,416 (4) | 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)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Unit (5) | (6) | 02/02/2018 | | M | 51,000 (3) | (6) (6) | Common Stock | 51,000 |
| Restricted Stock Unit (7) | (6) | 02/02/2018 | | M | 101,000 (1) | (6) (6) | Common Stock | 101,000 |
| Phantom Stock Unit | (8) | | | | | (9) (9) | Common Stock | 3,638 (10) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jenkins Roger W. 300 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000 | | | President & CEO | |

Signatures

/s/ E. Ted Botner,
attorney-in-fact

02/06/2018

__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 performance-based 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 2012 Long-Term Incentive Plan, the total includes 105.325% of the original award, plus shares equivalent in value to accumulated dividends.

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- (2) Shares withheld for taxes on RSU vesting.
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 time-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.
- (3) Includes 190 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2017.
- (4) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (6) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (7) Each phantom stock unit is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
The reported phantom stock units were acquired under Murphy Oil Corporation's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock units into an alternative investment account at any time prior to settlement.
- (8) Includes 935 shares obtained under Murphy Oil Corporation's excess benefit plan. The information in this report is based on a plan statement dated December 31, 2017.
- (9)
- (10)

Remarks:

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