

McFadyen Michael K
 Form 4
 February 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/02/2018

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)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/02/2018		M		27,481 (1)	A	\$ 0 82,942 D
Common Stock	02/02/2018		F(2)		13,191	D	\$ 30.27 69,751 D
Common Stock	02/02/2018		M		13,613 (3)	A	\$ 0 83,364 D
Common Stock	02/02/2018		F(2)		6,535	D	\$ 30.27 76,829 D
Common Stock					846 (4)	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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes rows for Performance Stock Unit and Restricted Stock Unit.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for McFadyen Michael K, Executive Vice President.

Signatures

/s/ E. Ted Botner, 02/06/2018 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 performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis.
(2) Shares withheld for taxes on RSU vesting.
(3) Represents Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis.

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plus shares equivalent in value to accumulated dividends.

- (4) Includes 32 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated December 31, 2017.
- (5) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (6) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
The balance has been adjusted by 10,000 performance stock units ("PSUs") to correct an erroneously reported beginning balance of 53,000 PSUs instead of the correct beginning balance of 63,000 PSUs in the total reported PSUs beneficially owned in Table II Column 3 on a Form 3 dated December 6, 2016.
- (8) Time-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.

Remarks:

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