

COMPTON WALTER K  
Form 4  
February 07, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol  
MURPHY OIL CORP /DE [MUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
300 PEACH STREET, P.O. BOX 7000

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
EL DORADO, AR 71731-7000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (Instr. 4)      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or (D) Price                                                                           |                                                          |                                        |
| Common Stock                    | 02/05/2019                           |                                                    | M                              |                                                                   | 30,136<br>(1)                                                                                 | A                                                        | \$ 0 108,466 D                         |
| Common Stock                    | 02/05/2019                           |                                                    | F(2)                           |                                                                   | 10,525                                                                                        | D                                                        | \$ 28.16 97,941 D                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 5,951 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)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Performance Stock Unit <sup>(3)</sup>      | <sup>(4)</sup>                                         | 02/05/2019                           |                                                    | M                              | 20,000<br><sup>(1)</sup>                                                                | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock                                                | 20,000                     |
| Restricted Stock Unit <sup>(5)</sup>       | <sup>(4)</sup>                                         | 02/05/2019                           |                                                    | A                              | 20,000                                                                                  | <sup>(4)</sup> (6) <sup>(4)</sup> (6)                    | Common Stock                                                | 20,000                     |
| Performance Stock Unit <sup>(7)</sup>      | <sup>(4)</sup>                                         | 02/05/2019                           |                                                    | A                              | 61,000                                                                                  | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock                                                | 61,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                          |       |
|-----------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer                  | Other |
| COMPTON WALTER K<br>300 PEACH STREET<br>P.O. BOX 7000<br>EL DORADO, AR 71731-7000 |               |           | Executive Vice President |       |

## Signatures

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

02/07/2019

\*\*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 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.
- (1) Shares withheld for taxes on RSU vesting.
- (2) Performance-based restricted stock unit award granted under the 2012 Long-Term Incentive Plan.
- (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (4) Time-based restricted stock unit award granted under the 2018 Long-Term Incentive Plan.

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(6) Vest date is February 5, 2022.

(7) Performance-based restricted stock unit award granted under the 2018 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.

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