

Murphy USA Inc.
Form 4
February 16, 2016

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 *
Smith Donald R Jr

(Last) (First) (Middle)
200 PEACH ST

(Street)

EL DORADO, AR 71730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Murphy USA Inc. [MUSA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2016

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)
Vice President & Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/05/2016 | | F | 1,275 (1) | \$ 57.75 | D | |
| Common Stock | 02/05/2016 | | M | 3,508 (2) | \$ 0 | D | |
| Common Stock | | | | | 248 (3) | I | Trustee of Company Thrift Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit ⁽⁴⁾ | ⁽⁵⁾ | 02/05/2016 | | M | 3,508 ⁽²⁾ | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 3,508 |
| Stock Option ⁽⁴⁾ | \$ 59.11 | 02/10/2016 | | A | 3,300 | ⁽⁶⁾ 02/10/2023 | Common Stock | 3,300 |
| Performance Stock Unit ⁽⁴⁾ | ⁽⁵⁾ | 02/10/2016 | | A | 1,800 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 1,800 |
| Restricted Stock Unit ⁽⁴⁾ | ⁽⁵⁾ | 02/10/2016 | | A | 900 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 900 |
| Phantom Stock Unit | ⁽⁷⁾ | | | | | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 720 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Donald R Jr 200 PEACH ST EL DORADO, AR 71730 | | | Vice President & Controller | |

Signatures

/s/ John A. Moore,
attorney-in-fact

02/16/2016

⁽¹⁾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) Shares withheld for taxes on RSU vesting.

(2) Represents time-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 grant awarded under the 2013 Long-term Incentive Plan.

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- (3) Includes 113 shares acquired through the reporting person's 401(k) Plan. The information in this report is based on a plan statement dated December 31, 2015.
- (4) Award granted under the 2013 Long-term Incentive Plan.
- (5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (6) The option vests in two equal installments, the first half two years after the grant date and the final half three years after the grant date.
- (7) Each phantom unit is the economic equivalent of (1) share of Murphy USA Inc. common stock.
The reported phantom stock units were acquired under Murphy USA Inc.'s excess benefit plan and are to be settled in cash upon the
- (8) 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.
- (9) Includes 72 units acquired through the reporting person's SERP Plan. The information in this report is based on a plan statement dated December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.