

Murphy USA Inc.
Form 4
August 10, 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 *
MOORE JOHN A

(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. Date of Earliest Transaction (Month/Day/Year)
08/08/2016

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)
SVP

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 | (A) or (D) | Price | | |
| Common Stock | 08/08/2016 | | M | | 13,617 | A | \$ 0 21,590 | D | |
| Common Stock | 08/08/2016 | | M | | 4,450 | A | \$ 0 26,040 | D | |
| Common Stock | 08/08/2016 | | F ⁽¹⁾ | | 12,777 | D | \$ 79.29 13,263 | D | |
| Common Stock | 08/08/2016 | | S | | 5,290 | D | \$ 78.05 7,973 | D | |
| Common Stock | | | | | | | 832 | 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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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option ⁽²⁾ | \$ 34.1587 | 08/08/2016 | | M | 13,617 | ⁽³⁾ 02/05/2020 | Common Stock | 13,617 |
| Stock Option ⁽²⁾ | \$ 39.46 | 08/08/2016 | | M | 4,450 | ⁽³⁾ 02/11/2021 | Common Stock | 4,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE JOHN A 200 PEACH STREET EL DORADO, AR 71730 | | | | SVP |

Signatures

/s/ Gregory L. Smith,
attorney-in-fact

08/10/2016

__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).
- (1) Represents a net exercise of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the closing price on August 5, 2016 of \$79.2900.
- (2) Award granted under the 2013 Long-term Incentive Plan.
- (3) 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.

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