

Smith Donald R Jr
 Form 4/A
 October 24, 2018

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 *
 Smith Donald R Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President & Controller

EL DORADO, AR 71730

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/23/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	10/22/2018		M	4,749 (1) A \$ 0	13,043 (6)	D	
Common Stock	10/22/2018		F(2)	2,197 D \$ 80.09	10,846 (6)	D	
Common Stock					546 (5) (6)	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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit (3)	(4)	10/22/2018		M	4,749 (1)	(4) (4)	Common Stock	4,749 \$

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/ Gregory L. Smith,
attorney-in-fact
Date: 10/24/2018

**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) These lost potential compensation RSUs, granted in conjunction with the spin-off of the Company from Murphy Oil Corporation, vested on the five-year anniversary of the grant date.
- (2) Shares withheld for taxes on RSU vesting.
- (3) Time based restricted stock award granted under the 2013 Long-term Incentive Plan.
- (4) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (5) Includes 92 shares acquired through the reporting person's 401(k) Plan. The information in this report is based on a plan statement dated October 22, 2018.
- (6) This Amendment to the original Form 4 is being filed to correctly report the amount of securities beneficially owned following the reported transactions in table I.

Edgar Filing: Smith Donald R Jr - Form 4/A

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.