

Coleman Eugene T
Form 4
March 01, 2019

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 *
Coleman Eugene T

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)
02/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Retired

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/28/2019		M		16,250 (1)	A	\$ 0 86,299 D
Common Stock	02/28/2019		F(2)		6,395	D	\$ 29.08 79,904 D
Common Stock	02/28/2019		M		15,045 (1)	A	\$ 0 94,949 D
Common Stock	02/28/2019		F(2)		5,921	D	\$ 29.08 89,028 D
Common Stock	02/28/2019		M		7,906 (1)	A	\$ 0 96,934 D

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Common Stock	02/28/2019	F ⁽²⁾	3,111	D	\$ 29.08	93,823	D	
Common Stock	02/28/2019	M	5,648 <u>(1)</u>	A	\$ 0	99,471	D	
Common Stock	02/28/2019	F ⁽²⁾	2,223	D	\$ 29.08	97,248	D	
Common Stock						1,664 ⁽³⁾	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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(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit <u>(4)</u>	<u>(5)</u>	02/28/2019		M	25,000 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	25,000
Restricted Stock Unit <u>(8)</u>	<u>(6)</u>	02/28/2019		M	20,000 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	20,000
Restricted Stock Unit <u>(8)</u>	<u>(6)</u>	02/28/2019		M	21,000 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	21,000
Restricted Stock Unit <u>(8)</u>	<u>(6)</u>	02/28/2019		M	25,000 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Coleman Eugene T
300 PEACH STREET
P.O. BOX 7000
EL DORADO, AR 71731-7000

Retired

Signatures

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

03/01/2019

 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 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 time-based grant awarded under the 2012 Long-Term Incentive Plan, the total includes 100% of the original award, plus shares equivalent in value to accumulated dividends.
- (1) Shares withheld for taxes on RSU vesting.
- (2) Includes 69 shares obtained through the Company Thrift Plan. The information in this report is based on a plan statement dated February 27, 2019.
- (3) Award granted under the 2012 Long-Term Incentive Plan.
- (4) Each share of phantom stock is the economic equivalent of one (1) share of Murphy Oil Corporation common stock.
- (5) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (6) A total of 10,417 Time-Based Phantom Stock Units were forfeited on February 28, 2019, due to the reporting person's retirement from the Company.
- (7) Time-based Restricted Stock Unit award granted under the 2012 Long-Term Incentive Plan.
- (8) A total of 39,111 Time-Based Restricted Stock Units were forfeited on February 28, 2019, due to the reporting person's retirement from the Company.
- (9)

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.