

DEMING CLAIBORNE P
Form 4
February 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
DEMING CLAIBORNE P

(Last) (First) (Middle)

200 PEACH STREET, P.O. BOX 7000

(Street)

EL DORADO, AR 71731-7000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2011

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2011		M		25,923 (1)	A	\$ 0 676,601 D
Common Stock	02/01/2011		F		9,958 (2)	D	\$ 67.635 666,643 D
Common Stock							1,529,536 I Beneficiary Of Trusts
Common Stock							44,071 I By Spouse
Common Stock							81,115.2 I Family Limited Partnership

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Common Stock

271,952 I

Self, Trustee For My Children

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

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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)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Unit <u>(3)</u>	\$ 0 <u>(4)</u>	02/01/2011		M	45,000 <u>(1)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	45,000	
Restricted Stock Unit <u>(5)</u>	\$ 0 <u>(4)</u>	02/02/2011		A	3,235	<u>(4)</u>	<u>(4)</u>	Common Stock	3,235	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEMING CLAIBORNE P
 200 PEACH STREET
 P.O. BOX 7000
 EL DORADO, AR 71731-7000

X

Signatures

/s/ Walter K. Compton,
 Attorney-in-Fact

02/03/2011

**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 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 2007 Long-Term Incentive Plan, the total includes 115.89% of the original award, plus shares equivalent in value to accumulated dividends.
- (1) Shares withheld for taxes on RSU vesting.
 - (2) Award granted under the 2007 Long-Term Incentive Plan.
 - (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date
 - (5) Restricted Stock Unit Award granted under the 2008 Stock Plan for Non-Employee Directors.

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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