

Murphy USA Inc.
Form 4
October 24, 2013

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 *
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)
10/22/2013

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option ⁽¹⁾	\$ 32.5308	09/06/2013	A ⁽²⁾	V			12,299		01/31/2015	01/31/2019	Common Stock	12,299
Stock Option ⁽¹⁾	\$ 34.1587	09/06/2013	A ⁽²⁾	V			15,813		02/05/2016	02/05/2020	Common Stock	15,813
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/09/2013	A ⁽²⁾	V			2,866		<u>(3)</u>	<u>(3)</u>	Common Stock	2,866
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/09/2013	A ⁽²⁾	V			3,508		<u>(3)</u>	<u>(3)</u>	Common Stock	3,508
Restricted Stock Unit ⁽¹⁾	<u>(3)</u>	10/22/2013	A				4,749		<u>(3)</u>	<u>(3)</u>	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/ John A. Moore,
attorney-in-fact

10/24/2013

 **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) Award granted under the 2013 Long-term Incentive Plan.

(2) These grants represent replacements for those that were forfeited at Murphy Oil Corporation as a result of the spin-off of Murphy USA Inc.

(3) These securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

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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