

DEMING CLAIBORNE P
Form 4
February 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
DEMING CLAIBORNE P

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

EL DORADO, AR 71730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

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)
President & CEO

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	(D)	Price
Common Stock					245,198	D	
Common Stock					193,670 ⁽¹⁾	I	Self, Trustee for my children
Common Stock					764,768	I	Beneficiary of Trusts
Common Stock					21,944 ⁽¹⁾	I	By Spouse
Common Stock					40,557.6	I	Family Limited

Common Stock						107,852.11 <u>(2)</u>	I	Partnership Family Limited Partnership Trustee for my children
Common Stock						716,975.83 <u>(2)</u>	I	Family Limited Partnership Trustee for my children
Common Stock						51,602 <u>(3)</u>	I	Trustee, Company Thrift Plan
Common Stock	02/01/2005		A	<u>23,000</u> <u>(4)</u>	A	\$ 0	33,000 <u>(4)</u>	D

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 displays a currently valid OMB control number.

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option <u>(5)</u>	\$ 25.1875					02/04/1999 02/04/2007	Common Stock 30,000
Stock Option <u>(5)</u>	\$ 27.7063					02/04/1999 02/04/2007	Common Stock 30,000
Stock Option <u>(5)</u>	\$ 30.225					02/04/2000 02/04/2007	Common Stock 30,000
	\$ 32.7438					02/04/2000 02/04/2007	30,000

Edgar Filing: DEMING CLAIBORNE P - Form 4

Stock Option <u>(5)</u>					Common Stock	
Stock Option <u>(6)</u>	\$ 24.875		02/03/2000	02/03/2008	Common Stock	25,000
Stock Option <u>(6)</u>	\$ 24.875		02/03/2001	02/03/2008	Common Stock	25,000
Stock Option <u>(6)</u>	\$ 17.8438		02/02/2001	02/02/2009	Common Stock	20,000
Stock Option <u>(6)</u>	\$ 17.8438		02/02/2002	02/02/2009	Common Stock	20,000
Stock Option <u>(6)</u>	\$ 28.4844		02/01/2002	02/01/2010	Common Stock	30,000
Stock Option <u>(6)</u>	\$ 28.4844		02/01/2003	02/01/2010	Common Stock	30,000
Stock Option <u>(6)</u>	\$ 30.83		02/06/2003	02/06/2011	Common Stock	50,000
Stock Option <u>(6)</u>	\$ 30.83		02/06/2004	02/06/2011	Common Stock	50,000
Stock Option <u>(6)</u>	\$ 38.8525		02/05/2004	02/05/2012	Common Stock	60,000
Stock Option <u>(6)</u>	\$ 38.8525		02/05/2005	02/05/2012	Common Stock	60,000
Stock Option <u>(6)</u>	\$ 42.34		02/04/2005	02/04/2013	Common Stock	50,000
Stock Option <u>(6)</u>	\$ 42.34		02/04/2006	02/04/2013	Common Stock	50,000
Stock Option <u>(6)</u>	\$ 60.59		02/03/2006	02/03/2011	Common Stock	40,000
Stock Option	\$ 60.59		02/03/2007	02/03/2011	Common Stock	40,000

<u>(6)</u>									
Stock									
Option	\$ 90.455	02/01/2005		A	39,000	02/01/2007	02/01/2012	Common Stock	39,000
<u>(6)</u>									
Stock									
Option	\$ 90.455	02/01/2005		A	39,000	02/01/2008	02/01/2012	Common Stock	39,000
<u>(6)</u>									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMING CLAIBORNE P 200 PEACH STREET EL DORADO, AR 71730	X		President & CEO	

Signatures

Claiborne P. Deming	02/03/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Beneficial ownership is expressly disclaimed.
 - (2) Shares representing interest in Family Limited Partnership held by Trust for which Reporting Person is Trustee and at least one beneficiary is a member of the Trustee's immediate family.
 - (3) Number of shares owned as of December 31, 2004.
 - (4) Restricted stock issued pursuant to the Murphy 1992 Stock Incentive Plan. Reporting person has voting and dividend rights only.
 - (5) Premium stock option granted under the Murphy 1992 Stock Incentive Plan.
 - (6) Employee Stock Option granted under the Murphy 1992 Stock Incentive Plan.

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.