

COMPTON WALTER K

Form 4

December 17, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COMPTON WALTER K

(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)

12/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/13/2012		M	V Amount (A) or (D) Price 7,500 A \$ 57.315	18,402	D	
Common Stock	12/13/2012		M	2,125 A \$ 51.07	20,527	D	
Common Stock	12/13/2012		F(1)	9,389 D \$ 58.465	11,138	D	
Common Stock	12/13/2012		J(2)	194 A \$ 0	3,418	I	As Executor of the Estate of Pat

Jackson
Compton
(3)

Common Stock	12/13/2012	J(2)	194	D	\$ 0	10,944	D
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Common Stock						2,738	I	Trustee Of Company Thrift Plan
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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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 57.315	12/13/2012		M		7,500		01/31/2008	01/31/2013	Common Stock	7,500
Stock Option	\$ 51.07	12/13/2012		M		2,125		02/06/2009	02/06/2014	Common Stock	2,125

Reporting Owners

Reporting Owner Name / Address	Relationships
COMPTON WALTER K 200 PEACH STREET P.O. BOX 7000 EL DORADO, AR 71731-7000	Director 10% Owner Officer Other Senior Vice President

Signatures

/s/ John A. Moore,
attorney-in-fact

12/17/2012

__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) Represents a "net exercise" of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the average high and low price on December 13, 2012 of \$58.4650.
- (2) These shares were transferred pursuant to a qualified domestic relations order dated 04/6/2010.
- (3) These Common Shares are held in the Estate of Pat Jackson Compton (the "Estate"). The reporting person is the executor of the Estate, and disclaims beneficial ownership of these Common Shares.

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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