

COSSE STEVEN A  
Form 4  
November 16, 2012

**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 \*  
COSSE STEVEN A

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)  
200 PEACH STREET, P.O. BOX 7000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 11/15/2012                           |                                                    | M                              |                                                                   | 10,000                                                                                        | A                                                        | \$ 21.17                          |
| Common Stock                    | 11/15/2012                           |                                                    | S <sup>(1)</sup>               |                                                                   | 10,000                                                                                        | D                                                        | \$ 55.0805                        |
| Common Stock                    | 11/16/2012                           |                                                    | M                              |                                                                   | 8,333                                                                                         | A                                                        | \$ 51.07                          |
| Common Stock                    | 11/16/2012                           |                                                    | M                              |                                                                   | 6,250                                                                                         | A                                                        | \$ 43.95                          |
| Common Stock                    | 11/16/2012                           |                                                    | F <sup>(2)</sup>               |                                                                   | 13,524                                                                                        | D                                                        | \$ 55.085                         |

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|              |            |  |              |       |   |            |        |   |                                |
|--------------|------------|--|--------------|-------|---|------------|--------|---|--------------------------------|
| Common Stock | 11/16/2012 |  | <u>S</u> (1) | 1,059 | D | \$ 55.0614 | 63,300 | D |                                |
| Common Stock |            |  |              |       |   |            | 10,962 | I | Trustee Of Company Thrift Plan |

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.**

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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) | Amount or Number of Shares |  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |  |
| Stock Option                               | \$ 21.17                                               | 11/15/2012                           |                                                    | M                              | 10,000                                                                                  | 02/04/2005 02/04/2013                                    | Common Stock                                                  | 10,000                     |  |
| Stock Option                               | \$ 51.07                                               | 11/16/2012                           |                                                    | M                              | 8,333                                                                                   | 02/06/2009 02/06/2014                                    | Common Stock                                                  | 8,333                      |  |
| Stock Option                               | \$ 43.95                                               | 11/16/2012                           |                                                    | M                              | 6,250                                                                                   | 02/03/2011 02/03/2016                                    | Common Stock                                                  | 6,250                      |  |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |                 |       |
|---------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                 | Director      | 10% Owner | Officer         | Other |
| COSSE STEVEN A<br>200 PEACH STREET<br>P.O. BOX 7000<br>EL DORADO, AR 71731-7000 | X             |           | President & CEO |       |

## Signatures

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

11/16/2012

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 16, 2012.
- (2) 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 November 15, 2012 of \$55.0850.

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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