

COMPTON WALTER K
Form 4
February 03, 2005

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 *
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)
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)
Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 2,907 | D | |
| Common Stock | | | | | 1,798 ⁽¹⁾ | I | Trustee of Company Thrift Plan |
| Common Stock | 02/01/2005 | | A | 1,500 ⁽²⁾ | A \$ 0 2,500 ⁽²⁾ | 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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (3) | \$ 17.8438 | | | | | 02/02/2001 02/02/2009 | Common Stock | 4,000 |
| Stock Option (3) | \$ 17.8438 | | | | | 02/02/2002 02/02/2009 | Common Stock | 4,000 |
| Stock Option (3) | \$ 28.4844 | | | | | 02/01/2002 02/01/2010 | Common Stock | 5,000 |
| Stock Option (3) | \$ 28.4844 | | | | | 02/01/2003 02/01/2010 | Common Stock | 5,000 |
| Stock Option (3) | \$ 30.83 | | | | | 02/06/2003 02/06/2011 | Common Stock | 8,500 |
| Stock Option (3) | \$ 30.83 | | | | | 02/06/2004 02/06/2011 | Common Stock | 8,500 |
| Stock Option (3) | \$ 38.8525 | | | | | 02/05/2004 02/05/2012 | Common Stock | 7,500 |
| Stock Option (3) | \$ 38.8525 | | | | | 02/05/2005 02/05/2012 | Common Stock | 7,500 |
| Stock Option (3) | \$ 42.34 | | | | | 02/04/2005 02/04/2013 | Common Stock | 7,500 |
| | \$ 42.34 | | | | | 02/04/2006 02/04/2013 | | 7,500 |

| Stock Option (3) | | | | | | | | Common Stock | |
|---------------------|-----------|------------|--|---|-------|------------|------------|--------------|-------|
| Stock Option (3) | \$ 60.59 | | | | | 02/03/2006 | 02/03/2011 | Common Stock | 3,750 |
| Stock Option (3) | \$ 60.59 | | | | | 02/03/2007 | 02/03/2011 | Common Stock | 3,750 |
| Stock Option (3) | \$ 90.455 | 02/01/2005 | | A | 2,500 | 02/01/2007 | 02/01/2012 | Common Stock | 2,500 |
| Stock Option (3) | \$ 90.455 | 02/01/2005 | | A | 2,500 | 02/01/2008 | 02/01/2012 | Common Stock | 2,500 |

Reporting Owners

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

Signatures

Walter K.
Compton

02/03/2005

**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) Number of shares owned as of December 31, 2004.
- (2) Restricted Stock issued pursuant to the Murphy 1992 Stock Incentive Plan. Reporting person has voting and dividend rights only.
- (3) Employee Stock Option granted under 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.