

COMPTON WALTER K

Form 4

February 03, 2005

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Secretary

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				(A) or (D)	2,907	D	
Common Stock					1,798 <sup>(1)</sup>	I	Trustee of Company Thrift Plan
Common Stock	02/01/2005		A	1,500 <sup>(2)</sup>	A \$ 0 2,500 <sup>(2)</sup>	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  
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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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.

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