

Murphy USA Inc.  
Form 4  
May 23, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
MOORE JOHN A

2. Issuer Name and Ticker or Trading Symbol  
Murphy USA Inc. [MUSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP & Secretary

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

EL DORADO, AR 71730  
(City) (State) (Zip)

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

**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	05/23/2014		M		4,392	A	\$ 37.0728	5,026	D	
Common Stock	05/23/2014		M		8,784	A	\$ 32.5308	13,810	D	
Common Stock	05/23/2014		F <sup>(1)</sup>		10,475	D	\$ 49.51	3,335	D	
Common Stock	05/23/2014		S		2,701	D	\$ 49.5108	634	D	
Common Stock								414	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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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)	8. I. Derivative Securities (Instr. 3 and 4)
Stock Option <u>(2)</u>	\$ 37.0728	05/23/2014		M	4,392	<u>(3)</u> 02/01/2018	Common Stock	4,392
Stock Option <u>(2)</u>	\$ 32.5308	05/23/2014		M	8,784	<u>(3)</u> 01/31/2019	Common Stock	8,784

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE JOHN A 200 PEACH STREET EL DORADO, AR 71730			SVP & Secretary	

## Signatures

/s/ John A. Moore  
05/23/2014

\*\*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 closing price on May 22, 2014 of \$49.5100.

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- (2) Award granted under the 2013 Long-Term Incentive Plan.
- (3) The option vests in two equal installments, the first half two years after the original grant date and the final half three years after the original grant date.

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