

Smith Donald R Jr
 Form 4
 February 08, 2019

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 *
 Smith Donald R Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Corporate Controller

EL DORADO, AR 71730

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/06/2019		M	2,970 (1) A \$ 0	13,816	D	
Common Stock	02/06/2019		F	1,442 (1) D \$ 76.15	12,374	D	
Common Stock					548	I	Trustee of Company Thrift Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock Unit ⁽²⁾	<u>(3)</u>	02/06/2019		M	2,970	<u>(3)</u> <u>(3)</u>	Common Stock	2,970
Performance Stock Unit ⁽²⁾	<u>(3)</u>	02/06/2019		A	1,400	<u>(3)</u> <u>(3)</u>	Common Stock	1,400
Restricted Stock Unit ⁽²⁾	<u>(3)</u>	02/06/2019		A	700	<u>(3)</u> <u>(3)</u>	Common Stock	700
Stock Option ⁽²⁾	\$ 76.15	02/06/2019		A	2,700	<u>(5)</u> 02/06/2026	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Donald R Jr 200 PEACH ST EL DORADO, AR 71730			VP & Corporate Controller	

Signatures

/s/ Gregory L. Smith,
attorney-in-fact

02/08/2019

 **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).

As a result of the determination of the amount of PSUs earned for the performance period ended December 31, 2018, this total includes

- (1) the incremental number of PSUs (that is, 165.0% of the target amount, or 1,170 PSUs above the target number of 1,800 originally reported on the Form 4 when the PSU grant was made).
- (2) Time based restricted stock award granted under the 2013 Long-term Incentive Plan.
- (3) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

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- (4) Includes an adjustment of 865 additional units to correct error on 2/7/2018 Form 4. 2,265 PSUs achieved were subtracted from the total instead of 1,400 PSUs, which was the target number.
- (5) The option vests in two equal installments, the first half two years after the grant date and the final half three years after the grant date.

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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