

Murphy USA Inc.
Form 4
October 24, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
West Malynnda K

(Last) (First) (Middle)

200 PEACH STREET

(Street)

EL DORADO, AR 71730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Murphy USA Inc. [MUSA]

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

10/22/2013

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)

EVP, CFO & Treasurer

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)	4,469	D	
Common Stock				Code V Amount (D) Price	158	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option ⁽¹⁾	\$ 37.0728	09/06/2013		A ⁽²⁾	V 24,158	02/01/2014 02/01/2018	Common Stock 24,158
Stock Option ⁽¹⁾	\$ 32.5308	09/06/2013		A ⁽²⁾	V 61,493	01/31/2015 01/31/2019	Common Stock 61,493
Stock Option ⁽¹⁾	\$ 34.1587	09/06/2013		A ⁽²⁾	V 65,007	02/05/2016 02/05/2020	Common Stock 65,007
Restricted Stock Unit ⁽¹⁾	⁽³⁾	10/09/2013		A ⁽²⁾	V 1,809	⁽³⁾ ⁽³⁾	Common Stock 1,809
Restricted Stock Unit ⁽¹⁾	⁽³⁾	10/09/2013		A ⁽²⁾	V 9,554	⁽³⁾ ⁽³⁾	Common Stock 9,554
Restricted Stock Unit ⁽¹⁾	⁽³⁾	10/09/2013		A ⁽²⁾	V 14,171	⁽³⁾ ⁽³⁾	Common Stock 14,171
Restricted Stock Unit ⁽¹⁾	⁽³⁾	10/22/2013		A	33,414	⁽³⁾ ⁽³⁾	Common Stock 33,414

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
West Malynda K 200 PEACH STREET EL DORADO, AR 71730	EVP, CFO & Treasurer

Signatures

/s/ John A. Moore,
attorney-in-fact 10/24/2013

 **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) Award granted under the 2013 Long-Term Incentive Plan.
- (2) These grants represent replacements for those that were forfeited at Murphy Oil Corporation as a result of the spin-off of Murphy USA Inc.
- (3) These securities generally do not carry a Conversion Price, Exercisable Date, or Expiration 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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