

Murphy USA Inc.  
Form 5  
February 03, 2014

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**MOORE JOHN A**

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2013**

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)  
SVP & Secretary

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2013	Â	J <sup>(1)</sup>	58	A	\$ 0	414	I	Trustee of Company Thrift Plan
Common Stock	Â	Â	Â	Â	Â	Â	295	D	Â

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

**Persons who respond to the collection of information  
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SEC 2270  
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit <u>(2)</u>	Â	10/09/2013	Â	A <sup>(4)</sup>	517 Â	Â <sup>(3)</sup> Â <sup>(3)</sup>	Common Stock 517
Restricted Stock Unit <u>(2)</u>	Â	10/09/2013	Â	A <sup>(4)</sup>	5,732 Â	Â <sup>(3)</sup> Â <sup>(3)</sup>	Common Stock 5,732
Restricted Stock Unit <u>(2)</u>	Â	10/09/2013	Â	A <sup>(4)</sup>	5,612 Â	Â <sup>(3)</sup> Â <sup>(3)</sup>	Common Stock 5,612
Stock Option <u>(2)</u>	\$ 37.0728	09/06/2013	Â	A <sup>(4)</sup>	4,392 Â	02/01/2014 02/01/2018	Common Stock 4,392
Stock Option <u>(2)</u>	\$ 32.5308	09/06/2013	Â	A <sup>(4)</sup>	17,569 Â	01/31/2015 01/31/2019	Common Stock 17,569
Stock Option <u>(2)</u>	\$ 34.1587	09/06/2013	Â	A <sup>(4)</sup>	27,233 Â	02/05/2016 02/05/2020	Common Stock 27,233

## Reporting Owners

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

## Signatures

/s/ John A. Moore 02/03/2014

\*\*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) Shares obtained through Company thrift plan.

(2) Award granted under the 2013 Long-Term Incentive Plan.

(3) These securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

(4) These grants represent replacements for those that were forfeited at Murphy Oil Corporation as a result of the spin-off of Murphy USA Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.