

MURPHY ROBERT MADISON  
 Form 4  
 February 11, 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 \*  
 MURPHY ROBERT MADISON

(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)  
 02/07/2019

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)

6. Individual or Joint/Group Filing(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 |   | 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                    | 02/11/2019                           |  | M                   |   | 1,990   | A          | \$ 0  | 558,934  | I                                 | By Trust                |
| Common Stock                    |                                      |  |                     |   |   |            |   | 41,379   | I                                 | By Spouse               |
| Common Stock                    |                                      |  |                     |   |   |            |   | 36,918   | I                                 | Trustee For My Children |

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

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SEC 1474 (9-02)

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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Unit<br><u>(1)</u>        | <u>(2)</u>   | 02/07/2019                           |  | A                              | V (A) (D)<br>1,454  | <u>(2)(3)</u>  | <u>(2)(3)</u>   | Common Stock                  | 1,454                      |
| Restricted Stock Unit<br><u>(4)</u>        | <u>(2)</u>   | 02/11/2019                           |  | M                              | V (A) (D)<br>1,990  | <u>(2)</u>   | <u>(2)</u>  | Common Stock                  | 1,990                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MURPHY ROBERT MADISON<br>200 PEACH STREET<br>EL DORADO, AR 71730 | X             |           |         |       |

## Signatures

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

02/11/2019

\_\_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).
- (1) Restricted Stock Unit Award granted under the 2013 Stock Plan for Non-employee Directors.
- (2) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (3) Vest date is February 7, 2022.
- (4) Represents Restricted Stock Unit Award granted under the 2013 Stock Plan for Non-employee Directors that have vested according to Plan.

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