

Murphy USA Inc.
Form 4
August 10, 2016

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)
08/08/2016

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 (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 | 08/08/2016 | | P | V Amount (A) or (D) Price 5,649 (1) A \$ 48.6772 (2) | 54,944 (1) | I | Partnership |
| Common Stock | 08/09/2016 | | P | 388 (1) A \$ 48.6772 (2) | 51,965 (1) (3) | I | Partnership |
| Common Stock | | | | | 520,541 (3) (4) | I | By Trust |
| Common Stock | | | | | 41,379 (3) | I | By Spouse |
| Common | | | | | 0 (5) | I | Co-trustee |

| | | | | | | | | |
|--------------|--|--|--|--|--------|---|--|-------------------------|
| Stock | | | | | | | | of Family Trusts |
| Common Stock | | | | | 36,555 | 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)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

Reporting Owners

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

Signatures

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

08/10/2016

__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) The reporting person's beneficial ownership of shares held in the family partnership increased (i) by 5,649 shares as a result of the reporting person's cash purchase, pursuant to a right of first refusal, of a portion of another partner's interest in the partnership effective as

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of August 8, 2016 and (ii) by 388 shares as a result of a cash redemption of such other partner's former interest in the general partner of the partnership effective as of August 9, 2016.

- (2) The purchase price was determined based on a valuation of the partnership's assets as of May 23, 2016, minus a 26% minority discount factor. The closing price of the issuer's common stock as reported on the New York Stock Exchange on May 23, 2016, was \$65.78.

- On August 9, 2016, the reporting person and his spouse funded with 212,362 shares and other assets, a newly created revocable trust. As a result, 192,160 shares previously reported as directly held, 16,835 shares previously reported as held indirectly through his spouse and 3,367 shares previously reported as held through the family partnership are now reported as held indirectly by the reporting person through the revocable trust.
- (3)

- (4) The remaining 308,179 shares were previously reported as held through trusts.

- Since the reporting person's last Form 4 filing, the reporting person resigned as a co-trustee of various family trusts for which the reporting person previously reported beneficial ownership of 372,256 shares. At no time did the reporting person have a pecuniary interest in such trusts or any shares held therein.
- (5)

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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