

Clyde R Andrew
Form 4
February 08, 2019

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 *
Clyde R Andrew

(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)
02/06/2019

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)

President & CEO

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 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	02/06/2019		M	(A) or (D) Amount 43,725 (1)	\$ 0	129,059	D
Common Stock	02/06/2019		F	(A) or (D) Amount 18,274 (1)	\$ 76.15	110,785	D
Common Stock					1,500	I	401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit <u>(2)</u>	<u>(3)</u>	02/06/2019		M		43,725		<u>(3)</u>	<u>(3)</u>	Common Stock	4
Performance Stock Unit <u>(2)</u>	<u>(3)</u>	02/06/2019		A		23,800		<u>(3)</u>	<u>(3)</u>	Common Stock	2
Restricted Stock Unit <u>(2)</u>	<u>(3)</u>	02/06/2019		A		11,900		<u>(3)</u>	<u>(3)</u>	Common Stock	1
Stock Option <u>(2)</u>	\$ 76.15	02/06/2019		A		44,600		<u>(5)</u>	02/06/2026	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clyde R Andrew 200 PEACH STREET EL DORADO, AR 71730	X		President & CEO	

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 17,225 PSUs above the target number of 26,500 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.
- (4) Includes an adjustment of 11,980 additional units to correct error on 2/7/2018 Form 4. 31,380 PSUs achieved were subtracted from the total instead of 19,400 PSUs, which was the target number.

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(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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