

Murphy USA Inc.  
Form 5  
February 03, 2014

# FORM 5

**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).  
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

1. Name and Address of Reporting Person \*  
Goodwin Jeffery 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)  
Senior Vice President

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | 12/31/2013                           | ^  | J <sup>(1)</sup>               | 243   | A          | \$ 0  | 1,100  | I  | Trustee of Company Thrift Plan    |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 1,352  | D  | ^                                 |

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit <sup>(2)</sup>       | Â  | 10/09/2013                           | Â  | A <sup>(4)</sup>               | 739 Â   | Â <sup>(3)</sup> / Â <sup>(3)</sup>                      | Common Stock  | 739                           |
| Restricted Stock Unit <sup>(2)</sup>       | Â  | 10/09/2013                           | Â  | A <sup>(4)</sup>               | 782 Â   | Â <sup>(3)</sup> / Â <sup>(3)</sup>                      | Common Stock  | 782                           |
| Restricted Stock Unit <sup>(2)</sup>       | Â  | 10/09/2013                           | Â  | A <sup>(4)</sup>               | 3,597 Â   | Â <sup>(3)</sup> / Â <sup>(3)</sup>                      | Common Stock  | 3,597                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Goodwin Jeffery A<br>200 PEACH STREET<br>EL DORADO, AR 71730 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ John A. Moore,  
attorney-in-fact

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 acquired 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.

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