

Murphy USA Inc.  
Form 5  
February 16, 2016

# 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 \*  
**Landen Diane N**  
  
(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)  
**12/31/2015**

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 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)
Common Stock	06/10/2015	Â	W	18,815 A	\$ 0 48,643	D	Â
Common Stock	06/10/2015	Â	W	18,815 D	\$ 0 0	I	As Executor of the Estate of William C. Nolan, Jr. (1)
Common Stock	03/18/2015	Â	W	1,410 A	\$ 0 5,160	I	Self, Trustee For My Children

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Common Stock	03/18/2015	Â	W	1,410	D	\$ 0	0	I	As Executor of the Estate of William C. Nolan, Jr. (1)
Common Stock	06/10/2015	Â	W	33,170	D	\$ 0	0	I	As Executor of the Estate of William C. Nolan, Jr. (1)
Common Stock	Â	Â	Â	Â	Â	Â	31,382	I	As Trustee & Beneficiary
Common Stock	Â	Â	Â	Â	Â	Â	2,043	I	Shares Held Jointly With Spouse & Children
Common Stock	Â	Â	Â	Â	Â	Â	11,250	I	Trustee & Beneficiary of Family Trust

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

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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. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Landen Diane N  
200 PEACH STREET  
EL DORADO, AR 71730

^ X ^ ^ ^

## Signatures

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

02/16/2016

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).

These Common Shares are held in the Estate of William C. Nolan, Jr. (the "Estate"). The reporting person is one of three executors of the

(1) Estate and is a 1/3 beneficiary of the Estate. The reporting person disclaims beneficial ownership of the additional 2/3 of these Common Shares.

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.