

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 \*  
MOORE JOHN 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)  
SVP & Secretary

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>	58	A	\$ 0	414	I	Trustee of Company Thrift Plan
Common Stock	^	^	^	^	^	^	295	D	^

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit <sup>(2)</sup>	Â	10/09/2013	Â	A <sup>(4)</sup>	517	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	517
Restricted Stock Unit <sup>(2)</sup>	Â	10/09/2013	Â	A <sup>(4)</sup>	5,732	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	5,732
Restricted Stock Unit <sup>(2)</sup>	Â	10/09/2013	Â	A <sup>(4)</sup>	5,612	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	5,612
Stock Option <sup>(2)</sup>	\$ 37.0728	09/06/2013	Â	A <sup>(4)</sup>	4,392	Â	02/01/2014	02/01/2018	Common Stock	4,392
Stock Option <sup>(2)</sup>	\$ 32.5308	09/06/2013	Â	A <sup>(4)</sup>	17,569	Â	01/31/2015	01/31/2019	Common Stock	17,569
Stock Option <sup>(2)</sup>	\$ 34.1587	09/06/2013	Â	A <sup>(4)</sup>	27,233	Â	02/05/2016	02/05/2020	Common Stock	27,233

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE JOHN A 200 PEACH STREET EL DORADO, AR 71730	Â	Â	Â SVP & Secretary	Â

## Signatures

/s/ John A. Moore  
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 obtained 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. 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.