Murphy USA Inc. Form 4 August 10, 2016

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 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(b).

(Last)

1. Name and Address of Reporting Person * MOORE JOHN A

(First)

(Middle)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Murphy USA Inc. [MUSA]

3. Date of Earliest Transaction (Month/Day/Year) 08/08/2016

Applicable Line)

Director

X_ Officer (give title

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) **SVP**

10% Owner _ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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burden hours per

EL DORADO, AR 71730

200 PEACH STREET

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficia	lly 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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/08/2016		M	13,617	A	\$0	21,590	D	
Common Stock	08/08/2016		M	4,450	A	\$ 0	26,040	D	
Common Stock	08/08/2016		F <u>(1)</u>	12,777	D	\$ 79.29	13,263	D	
Common Stock	08/08/2016		S	5,290	D	\$ 78.05	7,973	D	
Common Stock							832	Ι	Trustee of Company Thrift Plan

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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 conDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.1587	08/08/2016		M		13,617	<u>(3)</u>	02/05/2020	Common Stock	13,617
Stock Option	\$ 39.46	08/08/2016		M		4,450	(3)	02/11/2021	Common Stock	4,450

Reporting Owners

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

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) Represents a net exercise of outstanding stock options. These shares were withheld by the Company for payment of the exercise price and applicable taxes, using the closing price on August 5, 2016 of \$79.2900.
- (2) Award granted under the 2013 Long-term Incentive Plan.
- (3) 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.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space 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.