

Murphy USA Inc.
Form 3
August 29, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Henderson Joseph III | | (Month/Day/Year) | Murphy USA Inc. [MUSA] | |
| (Last) | (First) | (Middle) | 08/27/2014 | |
| 200 PEACH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| EL DORADO,Â ARÂ 71730 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 385 | D | Â |
| Common Stock | 482 | I | Trustee of Company Thrift Plan |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Murphy USA Inc. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Performance Stock Unit <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 2,400 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Unit <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 1,200 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Unit <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 1,439 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Unit <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 375 | \$ <u>(2)</u> | D | Â |
| Stock Option <u>(1)</u> | Â <u>(3)</u> | 02/11/2021 | Common Stock | 3,900 | \$ 39.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Henderson Joseph III 200 PEACH STREET EL DORADO, AR 71730 | Â | Â | Â Vice President | Â |

Signatures

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

08/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Award granted under the 2013 Long-term Incentive Plan.
- (2) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (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.

Â

Remarks:

hendersonjosephpoa.txt

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.