

Bacon Renee M
Form 3
February 14, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Bacon Renee M
(Last) (First) (Middle)

200 PEACH ST.
(Street)

EL DORADO,Â ARÂ 71730
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/08/2019

3. Issuer Name and Ticker or Trading Symbol
Murphy USA Inc. [MUSA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, Sales & Ops

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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)

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

SEC 1473 (7-02)

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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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Stock Option	Â <u>(1)</u>	02/08/2024	Common Stock	3,300	\$ 65.75	D	Â
Stock Option	Â <u>(2)</u>	02/07/2025	Common Stock	2,800	\$ 71	D	Â
Stock Option	Â <u>(3)</u>	02/06/2026	Common Stock	4,800	\$ 76.15	D	Â
Restricted Stock Unit	Â <u>(4)(5)</u>	Â <u>(4)(5)</u>	Common Stock	900	\$ <u>(4)</u>	D	Â
Restricted Stock Unit	Â <u>(4)(6)</u>	Â <u>(4)(6)</u>	Common Stock	750	\$ <u>(4)</u>	D	Â
Restricted Stock Unit	Â <u>(4)(7)</u>	Â <u>(4)(7)</u>	Common Stock	700	\$ <u>(4)</u>	D	Â
Restricted Stock Unit	Â <u>(4)(8)</u>	Â <u>(4)(8)</u>	Common Stock	1,300	\$ <u>(4)</u>	D	Â
Performance Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,500	\$ <u>(4)</u>	D	Â
Performance Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,400	\$ <u>(4)</u>	D	Â
Performance Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	2,600	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bacon Renee M 200 PEACH ST. EL DORADO, AR 71730	Â	Â	Â SVP, Sales & Ops	Â

Signatures

/s/ Gregory L. Smith,
attorney-in-fact

02/14/2019

__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) The option became exercisable as to 1,650 shares on February 8, 2019, and becomes exercisable as to the remaining 1,650 shares on February 8, 2020.
- (2) The option vests in two equal installments. The first installment of 1,400 shares will become exercisable on February 7, 2020 and the second installment of 1,400 shares will become exercisable on February 7, 2021.
- (3) The option vests in two equal installments. The first installment of 2,400 shares will become exercisable on February 6, 2021 and the second installment of 2,400 shares will become exercisable on February 6, 2022.

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- (4) These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.
- (5) The Restricted Stock Unit vest on November 1, 2019.
- (6) The Restricted Stock Unit vest on February 8, 2020.
- (7) The Restricted Stock Unit vest on February 7, 2021.
- (8) The Restricted Stock Unit vest on February 6, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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