

MURPHY OIL CORP /DE
Form SC 13G/A
February 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(AMENDMENT NO.1) *

MURPHY OIL CORP

(NAME OF ISSUER)

COM

(TITLE OF CLASS OF SECURITIES)

626717102

(CUSIP NUMBER)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 626717102

13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [X]
- (B) []

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000	5. SOLE VOTING POWER	653,500
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	581,500
	7. SOLE DISPOSITIVE POWER	1,014,485
	8. SHARED DISPOSITIVE POWER	441,600
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		1,456,085

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES * []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.2%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 626717102

13G

Page 3 of 13 Pages

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [X]
(B) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000	5. SOLE VOTING POWER	653,500
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	581,500
	7. SOLE DISPOSITIVE POWER	1,014,485
	8. SHARED DISPOSITIVE POWER	441,600
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		1,456,085

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES * []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.2%

12. TYPE OF REPORTING PERSON *

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 626717102

13G

Page 4 of 13 Pages

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Conseil Vie Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000	5. SOLE VOTING POWER	653,500
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	581,500
	7. SOLE DISPOSITIVE POWER	1,014,485
	8. SHARED DISPOSITIVE POWER	441,600

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,456,085
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.2%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 626717102

13G

Page 5 of 13 Pages

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000	5. SOLE VOTING POWER	653,500
	6. SHARED VOTING POWER	581,500

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

BY EACH REPORTING PERSON WITH:	7. SOLE DISPOSITIVE POWER	1,014,485
	8. SHARED DISPOSITIVE POWER	441,600
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		1,456,085
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		[]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		3.2%
12. TYPE OF REPORTING PERSON *		IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 626717102 13G Page 6 of 13 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
AXA		
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *	(A) [X] (B) []	
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION France		
NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000	5. SOLE VOTING POWER	653,500
	6. SHARED VOTING POWER	581,500
BY EACH REPORTING PERSON WITH:	7. SOLE DISPOSITIVE POWER	1,014,485
	8. SHARED DISPOSITIVE POWER	441,600
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		1,456,085
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		[]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		3.2%
12. TYPE OF REPORTING PERSON *		HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 626717102 13G Page 7 of 13 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
--	--	--

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

AXA FINANCIAL, INC.

13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware
- | | | |
|--|-----------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2000 BY EACH REPORTING PERSON WITH: | 5. SOLE VOTING POWER | 365,100 |
| | 6. SHARED VOTING POWER | 581,500 |
| | 7. SOLE DISPOSITIVE POWER | 1,013,185 |
| | 8. SHARED DISPOSITIVE POWER | 0 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,013,185
(Not to be construed as an admission of beneficial ownership)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.2%
12. TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 8 of 13 Pages

Item 1(a) Name of Issuer:
MURPHY OIL CORP

Item 1(b) Address of Issuer's Principal Executive Offices:
200 Peach St
El Dorado, AR 71731

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle,
AXA Assurances I.A.R.D Mutuelle, and
AXA Assurances Vie Mutuelle
370, rue Saint Honore
75001 Paris, France

AXA Courtage Assurance Mutuelle
26, rue Louis le Grand
75002 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA
25, avenue Matignon
75008 Paris, France

AXA Financial, Inc.

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

1290 Avenue of the Americas
New York, New York 10104

(Please contact Patrick Meehan at (212) 314-5644 with any questions.)

Page 9 of 13 Pages

Item 2(c) Citizenship:
Mutuelles AXA and AXA - France
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:
COM

Item 2(e) CUSIP Number:
626717102

Item 3. Type of Reporting Person:
AXA Financial, Inc. as a parent holding company,
in accordance with 240.13d-1 (b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

Page 10 of 13 Pages

Item 4. Ownership as of December 31, 2000:
(a) Amount Beneficially Owned:

1,456,085 shares of common stock beneficially owned including:

	No. of Shares	

The Mutuelles AXA, as a group		0
AXA		0
AXA Entity or Entities:		
AXA Colonia Konzern AG (Germany)		1,300
AXA Rosenberg (U.S.)		441,600
Common Stock acquired solely for investment purposes.		
AXA Financial, Inc.		0
Subsidiaries:		
Alliance Capital Management L.P.		
acquired solely for investment purposes on		
behalf of client discretionary investment		
advisory accounts:		
Common Stock	993,485	993,485

The Equitable Life Assurance Society of the United States		
acquired solely for investment purposes.		
Common Stock	19,700	19,700

Total		1,456,085
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 3.2%
=====

ITEM 4. Ownership as of 12/31/2000 (CONT.) Page 11 of 13 Pages
(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote -----	(ii) Deemed to have Shared Power to Vote or to Direct the Vote -----	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition -----	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition -----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: -----				
AXA Colonia Konzern AG (Germany)	1,300	0	1,300	0
AXA Rosenberg (U.S.)	287,100	0	0	441,600
AXA Financial, Inc.	0	0	0	0
Subsidiaries: -----				
Alliance Capital Management L.P.	345,400	581,500	993,485	0
The Equitable Life Assurance Society of the United States	19,700	0	19,700	0
TOTAL	----- 653,500 =====	----- 581,500 =====	----- 1,014,485 =====	----- 441,600 =====

Each of the above subsidiaries of the AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Page 12 of 13 Pages

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

(X)

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which beneficially owns a majority interest in AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- (X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- (X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
 - AXA Colonia Konzern AG (Germany)
 - AXA Rosenberg (U.S.)
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) Alliance Capital Management L.P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) The Equitable Life Assurance Society of the United States (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Page 13 of 13 Pages

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2001

AXA FINANCIAL, INC.*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

Edgar Filing: MURPHY OIL CORP /DE - Form SC 13G/A

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.