

Marathon Petroleum Corp  
Form 8-K/A  
July 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) July1, 2011**

**Marathon Petroleum Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction)

**001-35054**  
(Commission)

**27-1284632**  
(IRS Employer)

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of Incorporation)

File Number)

Identification Number)

539 South Main Street

Findlay, Ohio  
(Address of Principal Executive Offices)

45840-3229  
(Zip Code)

Registrant's telephone number, including area code:

(419) 422-2121

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K/A filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 7, 2011 the Company reported on a Current Report on Form 8-K the grant of new equity awards with a grant date of July 1, 2011 to certain of the Company's named executive officers pursuant to the Marathon Petroleum Corporation Amended and Restated 2011 Incentive Compensation Plan. Within the Current Report on Form 8-K filed on July 7, 2011, the number of new equity awards in the form of Marathon Petroleum Corporation restricted stock granted to J. Michael Wilder was reported as 4,740. In fact, the actual number of shares of Marathon Petroleum Corporation restricted stock granted to J. Michael Wilder on July 1, 2011 was 4,147.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Petroleum Corporation

Date: July 25, 2011

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary