

Marathon Petroleum Corp
Form 4
March 08, 2017

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
Kelley Thomas M.

(Last) (First) (Middle)

C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Marathon Petroleum Corp [MPC]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Sr. Vice President, Marketing

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 Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/06/2017		M	11,450 A \$ 21.69	46,102.9027	D	
Common Stock	03/06/2017		S	11,450 D \$ 50.65 (1)	34,652.9027	D	
Common Stock	03/06/2017		M	17,306 A \$ 12.395	51,958.9027	D	
Common Stock	03/06/2017		S	17,306 D \$ 50.61 (2)	34,652.9027	D	
Common Stock					2,874.595	I	By 401(k) Plan

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Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.52 to \$50.72, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (2) This option was previously reported as covering 5,725 shares at an exercise price of \$43.38 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
 - (3) This option was previously reported as covering 15,634 shares at an exercise price of \$24.79 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
 - (4) This option, originally in the amount of 31,268, is exercisable as follows: 13,962 shares on June 30, 2011 and 17,306 shares on May 27, 2012. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
 - (5)

Remarks:

Senior Vice President, Marketing

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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