

Brooks Raymond L
Form 4
November 20, 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 *
Brooks Raymond L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Sr. VP, Refining

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

(Street)

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

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

FINDLAY, OH 45840

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/16/2017		M	8,240	A \$ 21.72	32,205	D
Common Stock	11/16/2017		S	8,240	D \$ 62.29 (1)	23,965	D
Common Stock	11/16/2017		M	4,760	A \$ 17.2	28,725	D
Common Stock	11/16/2017		S	4,760	D \$ 62.22 (2)	23,965	D

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Common Stock 14,804.163 (3) I By 401(k) Plan

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.2	11/16/2017		M	4,760	12/05/2012(4) 12/05/2021	Common Stock	4,760
Stock Option (right to buy)	\$ 21.72	11/16/2017		M	8,240	04/02/2013(5) 04/02/2022	Common Stock	8,240

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brooks Raymond L
C/O MARATHON PETROLEUM CORPORATION
539 S. MAIN STREET
FINDLAY, OH 45840

Sr. VP, Refining

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Raymond L. Brooks

11/20/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.23 to \$62.35, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.16 to \$62.27, 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.

(3) Includes 206.935 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11. Also reflects the deduction of an administrative fee in the amount of .039 shares.

(4) This option, in the amount of 4,760, is exercisable as follows: 2,380 shares on December 5, 2013 and 2,380 shares on December 5, 2014.

(5) This option, in the amount of 8,240, is exercisable as follows: 4,120 shares on April 2, 2014 and 4,120 shares on April 2, 2015.

Remarks:

Senior Vice President, Refining

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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