

Marathon Petroleum Corp
Form 4
June 04, 2015

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 *
Beall Pamela K.M.

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

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP (See Remarks)

(Street)
FINDLAY, OH 45840

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

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)
				(A) or (D)	Price		
Common Stock	06/02/2015		M	A	\$ 51.75 23,090	D	
Common Stock	06/02/2015		S	D	\$ 102.86 16,802 <u>(1)</u>	D	
Common Stock	06/02/2015		M	A	\$ 46.08 20,512	D	
Common Stock	06/02/2015		S	D	\$ 102.88 17,898 <u>(2)</u>	D	

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Common Stock	06/02/2015	M	2,983	A	\$ 24.73	20,881	D
Common Stock	06/02/2015	S	2,983	D	\$ 102.84 (3)	17,898	D
Common Stock	06/02/2015	M	14,788	A	\$ 24.73	32,686	D
Common Stock	06/02/2015	S	14,788	D	\$ 102.96 (4)	17,898	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 51.75	06/02/2015		M	8,568	06/30/2011	05/30/2017	Common Stock	8,568
Stock Option (right to buy)	\$ 46.08	06/02/2015		M	3,710	06/30/2011	02/27/2018	Common Stock	3,710
Stock Option (right to buy)	\$ 24.73	06/02/2015		M	2,983	06/30/2011 ⁽⁵⁾	02/24/2020	Common Stock	2,983
Stock Option (right to buy)	\$ 24.73	06/02/2015		M	14,788	06/30/2011 ⁽⁵⁾	02/24/2020	Common Stock	14,788

