

Marathon Petroleum Corp
 Form 4
 February 03, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Nichols Rodney P.

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)
 02/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, HR & Admin. Services

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/01/2016		A	2,289	A	\$ 0	47,445 ⁽¹⁾	D
Common Stock							7,766.78 ⁽²⁾	I
							⁽³⁾	By 401(k) Plan
Common Stock							4,388 ⁽⁴⁾	I
								By wife's Revocable Trust ⁽⁵⁾
Common Stock							16,926 ⁽⁶⁾	I
								By Revocable Trust ⁽⁷⁾

Edgar Filing: Marathon Petroleum Corp - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nichols Rodney P.
C/O MARATHON PETROLEUM CORPORATION
539 S. MAIN STREET
FINDLAY, OH 45840

Sr. VP, HR & Admin. Services

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Rodney P. Nichols

02/03/2016

__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) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's direct ownership of 22,578 additional shares of common stock.
- (2) Includes 137.321 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
- (3) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 3,833.867 additional shares of common stock.
- (4) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 2,194 additional shares of common stock.

Edgar Filing: Marathon Petroleum Corp - Form 4

- (5) By Barb Nichols Revocable Trust Agreement (wife).
- (6) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 8,463 additional shares of common stock.
- (7) By Rodney P. Nichols Revocable Trust Agreement.

Remarks:

Senior Vice President, Human Resources and Administrative Services

Exhibit List: Exhibit 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.