

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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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 \*  
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  
 Officer (give title below)  Other (specify below)  
Sr. Vice President, Marketing

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)
			Code	V	Amount or 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 <sup>(1)</sup>	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 <sup>(2)</sup>	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.

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.