

Kelley Thomas M.
Form 4
June 01, 2018

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.

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)
05/30/2018

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/30/2018		M	14,818 A \$ 20.775	51,868.8691	D	
Common Stock	05/30/2018		M	10,000 A \$ 20.845	61,868.8691	D	
Common Stock	05/30/2018		S	14,818 D \$ 79.41 (1)	47,050.8691	D	
Common Stock	05/30/2018		S	10,000 D \$ 79.55 (2)	37,050.8691	D	
Common Stock					2,974.041 (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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(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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.845 (4)	05/30/2018		M	10,000 (4)	02/23/2012 ⁽⁵⁾ 02/23/2021	Common Stock	10,000 (4)
Stock Option (right to buy)	\$ 20.775 (6)	05/30/2018		M	14,818 (6)	03/01/2013 ⁽⁷⁾ 03/01/2022	Common Stock	14,818 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Thomas M. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			Sr. Vice President, Marketing	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Thomas M. Kelley
Date: 06/01/2018

__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 \$79.31 to \$79.60, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon

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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 \$79.48 to \$79.60, 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) Reflects the deduction of an administrative fee in the amount of .018 shares.
 - (3) This option was previously reported as covering 21,125 shares at an exercise price of \$41.69 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
This option, in the adjusted amount of 42,250, was exercisable as follows: 14,082 shares on February 23, 2012, 14,084 shares on February 23, 2013 and 14,084 shares on February 23, 2014. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
 - (4) This option was previously reported as covering 22,409 shares at an exercise price of \$41.55 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
 - (5) This option, in the adjusted amount of 44,818, was exercisable as follows: 14,938 shares on March 1, 2013, 14,940 shares on March 1, 2014 and 14,940 shares on March 1, 2015. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.

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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