

Marathon Petroleum Corp  
Form FWP  
September 03, 2014

Filed Pursuant to Rule 433

Registration No. 333-197128

September 2, 2014

Supplementing the Preliminary

Prospectus Supplement dated September 2, 2014

(To Prospectus dated June 30, 2014)

**Marathon Petroleum Corporation**

Final Pricing Terms

September 2, 2014

**Issuer:** Marathon Petroleum Corporation

**Net proceeds (before expenses) to the Issuer:** \$1,917,908,500

**3.625% Senior Notes due 2024**

**Size:** \$750,000,000

**Maturity:** September 15, 2024

**Coupon:** 3.625%

**Price to Public:** 99.641%

**Yield to Maturity:** 3.668%

**Spread to Benchmark**

**Treasury:** +125 bps

**Benchmark Treasury:** 2.375% due August 15, 2024

**Benchmark Treasury**

**Yield:** 2.418%

**Interest Payment Dates:** March 15 and September 15, commencing March 15, 2015, to holders of record at the close of business on the preceding March 1 and September 1, respectively

**Make-Whole Call:** T+20 bps (at any time before June 15, 2024)

**Par Call:** At any time after June 15, 2024

**Settlement:** T+3; September 5, 2014

**CUSIP/ISIN:** 56585AAG7 / US56585AAG76

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Anticipated Ratings:** Baa2 (Stable) / BBB (Stable)

**Joint Book-Running**

**Managers:**

Mitsubishi UFJ Securities (USA), Inc.

Edgar Filing: Marathon Petroleum Corp - Form FWP

Citigroup Global Markets Inc.

RBS Securities Inc.

Barclays Capital Inc.

Morgan Stanley & Co. LLC

UBS Securities LLC

Wells Fargo Securities, LLC

**Co-Managers:** DNB Markets, Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
PNC Capital Markets LLC  
The Williams Capital Group, L.P.

**4.750% Senior Notes due 2044**

**Size:** \$800,000,000  
**Maturity:** September 15, 2044  
**Coupon:** 4.750%  
**Price to Public:** 98.862%  
**Yield to Maturity:** 4.822%  
**Spread to Benchmark Treasury:** +165 bps  
**Benchmark Treasury:** 3.375% due May 15, 2044  
**Benchmark Treasury Yield:** 3.172%  
**Interest Payment Dates:** March 15 and September 15, commencing March 15, 2015 to holders of record at the close of business on the preceding March 1 and September 1, respectively  
**Make-Whole Call:** T+25 bps (at any time before March 15, 2044)  
**Par Call:** At any time after March 15, 2044  
**Settlement:** T+3; September 5, 2014  
**CUSIP/ISIN:** 56585AAH5 / US56585AAH59  
**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof  
**Anticipated Ratings:** Baa2 (Stable) / BBB (Stable)  
**Joint Book-Running Managers:**

RBS Securities Inc.  
Mitsubishi UFJ Securities (USA), Inc.  
Morgan Stanley & Co. LLC  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Barclays Capital Inc.  
Citigroup Global Markets Inc.

**Co-Managers:** J.P. Morgan Securities LLC  
Deutsche Bank Securities Inc.  
Fifth Third Securities, Inc.  
U.S. Bancorp Investments, Inc.

Edgar Filing: Marathon Petroleum Corp - Form FWP

UBS Securities LLC

Wells Fargo Securities, LLC

**5.000% Senior Notes due 2054**

**Size:**

\$400,000,000

**Maturity:**

September 15, 2054

<b>Coupon:</b>	5.000%
<b>Price to Public:</b>	98.770%
<b>Yield to Maturity:</b>	5.072%
<b>Spread to Benchmark Treasury:</b>	+190 bps
<b>Benchmark Treasury:</b>	3.375% due May 15, 2044
<b>Benchmark Treasury Yield:</b>	3.172%
<b>Interest Payment Dates:</b>	March 15 and September 15, commencing March 15, 2015, to holders of record at the close of business on the preceding March 1 and September 1, respectively
<b>Make-Whole Call:</b>	T+30 bps (at any time before March 15, 2054)
<b>Par Call:</b>	At any time after March 15, 2054
<b>Settlement:</b>	T+3; September 5, 2014
<b>CUSIP/ISIN:</b>	56585AAJ1 / US56585AAJ16
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Anticipated Ratings:</b>	Baa2 (Stable) / BBB (Stable)
<b>Joint Book-Running Managers:</b>	RBS Securities Inc.  Mitsubishi UFJ Securities (USA), Inc.  Morgan Stanley & Co. LLC  Merrill Lynch, Pierce, Fenner & Smith Incorporated  Barclays Capital Inc.  Citigroup Global Markets Inc.
<b>Co-Managers:</b>	J.P. Morgan Securities LLC Deutsche Bank Securities Inc.  Fifth Third Securities, Inc.  U.S. Bancorp Investments, Inc.  UBS Securities LLC  Wells Fargo Securities, LLC

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Mitsubishi UFJ Securities (USA), Inc. toll-free at 1-877-649-6848, RBS Securities Inc. toll-free at 1-866-884-2071, Citigroup**

**Global Markets Inc. toll-free at 1-800-831-9146 and Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

Any legends, disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such legends, disclaimers or other notices have been automatically generated as a result of this communication having been sent via Bloomberg or another system.