Marathon Petroleum Corp
Form 4
February 06, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SURMA JOHN P

(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)
01/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	01/31/2014		X		385.156	A	(1) (2)	8,690.927	D	
Common Stock	01/31/2014		J		385.156	D	(1) (2)	8,305.771	D	
Common Stock								5,000	I	By Wife's Revocable Trust (3)

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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1) (2)	01/31/2014		X			385.156	(1)(2)	(1)(2)	Common Stock	385.156	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SURMA JOHN P C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840	X			

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for John P. Surma	02/06/2014
**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 Reporting Person acquired 385.156 shares of MPC phantom stock under the United States Steel Supplemental Thrift Program, which became payable in cash upon the Reporting Person's termination of employment with United States Steel Corporation. On January 31, 2014, the Reporting Person received a partial distribution under the Thrift Program. This partial distribution included the cash settlement of MPC phantom stock, as well as the cash settlement of other notional investments under the Thrift Program.

(2) As the portion of the January 31, 2014, partial distribution that represents the cash settlement of shares of MPC phantom stock is not reflected in the notice of partial distribution from the Thrift Program administrator, this Form 4 reports the conversion and disposition of all 385.156 shares of MPC phantom stock at $91.73 per share, which is the price per share provided by the Thrift Program administrator for shares of MPC phantom stock settled as part of the January 31, 2014, partial distribution (or any deferred distribution) from the Thrift Program. The Thrift Program administrator notified the Reporting Person of this non-volitional transaction by letter.

(3) By Elizabeth L. Surma Revocable Trust Agreement (wife).

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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