

Marathon Petroleum Corp  
Form 4  
June 03, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nichols Rodney 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)  
06/01/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	06/01/2016		M	9,898	A	\$ 16.03	62,997 D
Common Stock	06/01/2016		F	6,971	D	\$ 36.44	56,026 D
Common Stock						7,835.582 <sup>(1)</sup>	I By 401(k) Plan
Common Stock						4,388	I By wife's Revocable Trust <sup>(2)</sup>
						16,926	I

# Edgar Filing: Marathon Petroleum Corp - Form 4

Common  
Stock

By  
Revocable  
Trust <sup>(3)</sup>

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.03 (4)	06/01/2016		M		9,898 (4)		06/30/2011(5)	06/01/2016	Common Stock	9,898 (4)

## 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

06/03/2016

          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) Includes 68,802 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
- (2) By Barb Nichols Revocable Trust Agreement (wife).
- (3) By Rodney P. Nichols Revocable Trust Agreement.
- (4) This option was previously reported as covering 4,949 shares at an exercise price of \$32.06 per share, but has been adjusted to reflect the stock split that occurred on June 10, 2015
- (5) The option reflected in this row represents an adjusted option resulting from the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off"). All shares subject to this option were fully vested and exercisable as of the Spin-Off.

### Remarks:

Senior Vice President, Human Resources and Administrative Services

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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