

TESORO CORP /NEW/  
Form 4  
February 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Goff Gregory James

(Last) (First) (Middle)

19100 RIDGEWOOD PARKWAY

(Street)

SAN ANTONIO, TX 78259

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TESORO CORP /NEW/ [TSO]

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2016

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 below) \_\_\_ Other (specify below)

Chairman, President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/10/2016		M <sup>(1)</sup>		104,000	A	Ⓛ
Common Stock	02/10/2016		F <sup>(2)</sup>		43,628	D	\$ 74.01
					607,088	D	
					563,460	D	<sup>(3)</sup>

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. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Unit Award	(4)	02/10/2016		M	52,000	(5)	(5)	Common Stock	104,000 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Gregory James 19100 RIDGEWOOD PARKWAY SAN ANTONIO, TX 78259			Chairman, President and CEO	

## Signatures

Jean M Mosel, Attorney-in-Fact for Gregory J. Goff  
Date: 02/12/2016

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) Payment of common shares that vested and settled pursuant to Market Stock Unit Award originally granted by the Compensation Committee of the Board of Directors on February 4, 2013 pursuant to the Company's 2011 Long-Term Incentive Plan. The potential payout for the MSU Award at vesting ranged from 50% to 200%, with payout certified by the Compensation Committee at 200%.
  - (2) The Company's Long-Term Incentive Plan permits grantees to pay the federal income tax liability with shares thereby reducing the awards listed above.
  - (3) Balance includes 596 shares in the Company's Thrift Plan.
  - (4) Each market stock unit award represents a contingent right to receive one share of TSO common stock at target payout levels.
  - (5) The market stock unit award vested on February 4, 2016, but settled in stock upon certification by the Compensation Committee on February 10, 2016.
  - (6) Award granted by the Compensation Committee of the Board of Directors.

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.