

Marathon Petroleum Corp  
Form 4  
February 13, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kelley Thomas M.

(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)  
02/11/2015

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. Vice President, Marketing

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 02/11/2015                              |   | M                                       | 4,760   | A \$ 51.75   | 17,032.1919  | D   |
| Common<br>Stock                       | 02/11/2015                              |   | S                                       | 4,760   | D \$<br>(1) 101.63   | 12,272.1919  | D   |
| Common<br>Stock                       | 02/11/2015                              |   | M                                       | 6,665   | A \$ 21.9  | 18,937.1919  | D   |
| Common<br>Stock                       | 02/11/2015                              |   | S                                       | 6,665   | D \$<br>(2) 100.92   | 12,272.1919  | D   |

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|              |            |   |       |   |                     |             |   |                |
|--------------|------------|---|-------|---|---------------------|-------------|---|----------------|
| Common Stock | 02/11/2015 | M | 6,662 | A | \$ 32.06            | 18,934.1919 | D |                |
| Common Stock | 02/11/2015 | S | 6,662 | D | \$<br>(3)<br>101.84 | 12,272.1919 | D |                |
| Common Stock | 02/11/2015 | M | 2,380 | A | \$ 24.73            | 14,652.1919 | D |                |
| Common Stock | 02/11/2015 | S | 2,380 | D | \$<br>(4)<br>100.93 | 12,272.1919 | D |                |
| Common Stock |            |   |       |   |                     | 1,358.973   | I | By 401(k) Plan |

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)                | \$ 51.75   | 02/11/2015                           |  | M                              |   | 4,760  |     | 06/30/2011  | 05/30/2017      | Common Stock | 4,760                      |
| Stock Option (right to buy)                | \$ 21.9  | 02/11/2015                           |  | M                              |   | 6,665  |     | 06/30/2011  | 06/10/2015      | Common Stock | 6,665                      |
| Stock Option (right to buy)                | \$ 32.06   | 02/11/2015                           |  | M                              |   | 6,662  |     | 06/30/2011  | 06/01/2016      | Common Stock | 6,662                      |

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|                                      |          |            |   |       |                           |            |                 |       |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Stock<br>Option<br>(right to<br>buy) | \$ 24.73 | 02/11/2015 | M | 2,380 | 06/30/2011 <sup>(5)</sup> | 02/24/2020 | Common<br>Stock | 2,380 |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Molly R. Benson, Attorney-in-Fact for Thomas M. Kelley | 02/13/2015 |
| __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 \$101.60 to \$101.63, 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), (2), (3) and (4) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.48 to \$101.80, 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), (2), (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.77 to \$101.92, 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), (2), (3) and (4) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.67 to \$101.33, 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), (2), (3) and (4) to this Form 4.
- (5) This option, originally in the amount of 14,178, is exercisable as follows: 2,380 shares on June 30, 2011, 5,899 shares on February 24, 2012 and 5,899 shares on February 24, 2013.

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.