

Goff Gregory James
Form 4
December 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
Marathon Petroleum Corp [MPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec Vice Chairman

(Street)
FINDLAY, OH 45840

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | | | |
| Common Stock | 10/09/2018 | | P | 4 | A \$ 83.42 | 38,875 | I | By 2008 Investment Trust | |
| Common Stock | 10/12/2018 | | P | 136 | A \$ 79.39 | 1,626,374 | D | | |
| Common Stock | 12/18/2018 | | G | V | 65,000 (1) | D \$ 0 | 1,561,376.559 (2) | D | |
| Common Stock | 12/18/2018 | | F | | 8,087 | D \$ 58.96 | 1,553,289.559 | D | |
| | | | | | | | 1,026.976 (3) | I | By 401(k) |

Common
Stock

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goff Gregory James C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840 | X | | Exec Vice Chairman | |

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Gregory James Goff
 **Signature of Reporting Person
 Date 12/20/2018

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) Represents a gift of shares to a charitable foundation or organization.
- (2) Includes 2.559 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
- (3)

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Includes 7.747 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11 and an additional 2.229 shares acquired upon the conversion of the insider's Andeavor 401(k) plan holdings in the merger of the Issuer's wholly-owned subsidiary and Andeavor, effective October 1, 2018, which were previously estimated at 1,017 shares in the Form 4 filed on 10/3/2018.

Remarks:

Executive Vice Chairman

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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