

Marathon Petroleum Corp
Form 8-K
November 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 15, 2013

Marathon Petroleum Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35054
(Commission

File Number)

27-1284632
(IRS Employer

Identification Number)

539 South Main Street

Findlay, Ohio
(Address of Principal Executive Offices)

45840-3229
(Zip Code)

Registrant's telephone number, including area code: (419) 422-2121

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 15, 2013, Garry L. Peiffer, Executive Vice President of Corporate Planning and Investor & Government Relations, notified Marathon Petroleum Corporation (the Corporation) he will retire effective January 1, 2014. In light of Mr. Peiffer's nearly forty years of service to the Corporation and its predecessors and his significant contributions to the spinoff of the Corporation from Marathon Oil Corporation in 2011, the formation and initial public offering of MPLX LP in 2012 and other major business development, information technology and procurement projects, the Corporation took action to accelerate the vesting of his unvested restricted stock that would otherwise be forfeited upon his retirement and modify the terms of his outstanding performance unit awards to provide for his continued eligibility to receive payout of the awards through the completion of the measurement period.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Petroleum Corporation

Date: November 21, 2013

By: /s/ J. Michael Wilder
Name: J. Michael Wilder
Title: Vice President, General Counsel and
Secretary