Marathon Petroleum Corp Form 4 January 06, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wilder J. Michael Issuer Symbol Marathon Petroleum Corp [MPC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O MARATHON PETROLEUM 01/02/2014 below) CORPORATION, 539 S. MAIN VP, General Counsel & Sec **STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FINDLAY, OH 45840

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 1. Title of 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) or Indirect (Instr. 4) Following Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Code V Amount Price Common 01/02/2014 5,584 \$ 20.19 M A 25,474 D Stock Common 01/02/2014 6,920 D M Α \$ 20.19 32,394 Stock Common 01/02/2014 M 3,380 A \$ 24.73 35,774 D Stock Common 01/02/2014 \$ 24.73 D M 6,687 A 42,461 Stock Common 01/02/2014 10,067 \$ 24.73 D M Α 52,528 Stock

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3235-0287

January 31,

2005

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| Common Stock | 01/02/2014 | S(1) | 5,584 | D | \$ 90.5323 (2) | 46,944 | D | |
|-----------------|------------|------|--------|---|-----------------------------|--------|---|------------------------------|
| Common Stock | 01/02/2014 | S(1) | 6,920 | D | \$ 91.1402 (3) | 40,024 | D | |
| Common Stock | 01/02/2014 | S(1) | 3,380 | D | \$ 90.7098 <u>(4)</u> | 36,644 | D | |
| Common Stock | 01/02/2014 | S(1) | 6,687 | D | \$ 91.2597 (5) | 29,957 | D | |
| Common Stock | 01/02/2014 | S(1) | 10,067 | D | \$ 91.2788 <u>(6)</u> | 19,890 | D | |
| Common Stock | | | | | | 7,386 | I | By Revocable Trust (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|--|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (right to buy) | \$ 20.19 | 01/02/2014 | | M | 5,584 | 02/25/2012(8) | 02/25/2019 | Common Stock | 5,584 |
| Stock Option (right to buy) | \$ 20.19 | 01/02/2014 | | M | 6,920 | 02/25/2012(8) | 02/25/2019 | Common Stock | 6,920 |

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| Stock Option (right to buy) | \$ 24.73 | 01/02/2014 | M | 3,380 | 06/30/2011(9) | 02/24/2020 | Common Stock | 3,380 |
|--------------------------------------|----------|------------|---|--------|-----------------------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 24.73 | 01/02/2014 | M | 6,687 | 06/30/2011 <u>(9)</u> | 02/24/2020 | Common Stock | 6,687 |
| Stock Option (right to buy) | \$ 24.73 | 01/02/2014 | M | 10,067 | 06/30/2011(9) | 02/24/2020 | Common Stock | 10,06 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wilder J. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840

VP. General Counsel & Sec

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for J. Michael Wilder

01/06/2014

**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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.050 to \$90.840, 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 (2), (3), (4), (5) and (6) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.050 to \$91.320, 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 (2), (3), (4), (5) and (6) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.400 to \$91.080, 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 (2), (3), (4), (5) and (6) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.020 to \$91.520, 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 (2), (3), (4), (5) and (6) to this Form 4.

Reporting Owners 3

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.160 to \$91.510, 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 (2), (3), (4), (5) and (6) to this Form 4.
- (7) By J. Michael Wilder Revocable Trust Agreement, pursuant to which the Reporting Person is the settlor, co-trustee with his spouse.
- (8) This option, originally in the amount of 12,504, is exercisable as follows: 5,584 shares on June 30, 2011 and 6,920 shares on February 25, 2012.
- (9) This option, originally in the amount of 20,134, is exercisable as follows: 3,380 shares on June 30, 2011, 8,377 shares on February 24, 2012 and 8,377 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.