

MPLX LP  
Form 4  
December 03, 2014

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

OMB APPROVAL

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**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 \*  
Marathon Petroleum Corp

2. Issuer Name and Ticker or Trading Symbol  
MPLX LP [MPLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
539 S. MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2014

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

FINDLAY, OH 45840  
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Units (Limited Partner Interests)	12/01/2014		A	2,924,104 (1) (2) (3) (4)	A (3) 19,980,619	I	See footnotes (1) (2) (3) (4)

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 Owned Beneficially (Instr. 5)
				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
Marathon Petroleum Corp 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MPC Investment LLC 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MPLX GP LLC 200 E. HARDIN STREET FINDLAY, OH 45840	X			
MPLX Logistics Holdings LLC 200 E. HARDIN STREET FINDLAY, OH 45840		X		

## Signatures

/s/ J. Michael Wilder, Vice President, General Counsel and Secretary, Marathon Petroleum Corporation	12/03/2014
__Signature of Reporting Person	Date
/s/ J. Michael Wilder, Vice President, General Counsel and Secretary, MPC Investment LLC	12/03/2014
__Signature of Reporting Person	Date
/s/ J. Michael Wilder, Vice President, General Counsel and Secretary, MPLX GP LLC	12/03/2014
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Assistant Secretary, MPLX Logistics Holdings LLC	12/03/2014
__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).
- (1) This Form 4 is filed jointly by Marathon Petroleum Corporation ("MPC"), MPC Investment LLC ("MPC Investment"), MPLX GP LLC (the "General Partner") and MPLX Logistics Holdings LLC ("MPLX Logistics Holdings"). MPC Investment, a direct wholly-owned subsidiary of MPC, owns all of the membership interests in both the General Partner and MPLX Logistics Holdings. Accordingly, the General Partner and MPLX Logistics Holdings are both indirect wholly-owned subsidiaries of MPC.
- (2) The General Partner owns a 2% general partner interest in the Issuer. MPC Investment owns all of the membership interest in the General Partner and MPC owns all of the membership interest in MPC Investment. Accordingly, MPC and MPC Investment both may be deemed to indirectly beneficially own the securities of the Issuer directly held by the General Partner, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.
- (3) Pursuant to the Partnership Interests Purchase and Contribution Agreement dated December 1, 2014, among the Issuer, MPLX Logistics Holdings, and various affiliates of MPC, MPC and its subsidiaries contributed certain assets to the Issuer and in exchange received \$600 million in cash and equity consideration consisting of 2,924,104 common units calculated by dividing \$200 million by the average closing price for MPLX common units for the ten trading days prior to December 1, 2014. MPC and MPC Investment both may be deemed to indirectly beneficially own the securities of the Issuer directly held by MPLX Logistics Holdings, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.
- (4) The General Partner directly owns 1,508,541 general partner units, representing its 2% general partner interest in the Issuer.

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.