

Marathon Petroleum Corp
Form 4
December 14, 2015

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

OMB APPROVAL

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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 *
Beall Pamela K.M.

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2015

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

Sr. VP (See Remarks)

C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

(Street)

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

FINDLAY, OH 45840

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/10/2015		M		38,000	A	\$ 20.845	73,826 ⁽¹⁾	D	
Common Stock	12/10/2015		S		38,000	D	\$ 52.73 ⁽²⁾	35,826	D	
Common Stock	12/10/2015		M		9,342	A	\$ 17.2	45,168	D	
Common Stock	12/10/2015		S		9,342	D	\$ 52.73 ⁽³⁾	35,826	D	

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

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(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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.845 (4)	12/10/2015		M	38,000 (4)	02/23/2012 02/23/2021	Common Stock	38,000 (4)
Stock Option (right to buy)	\$ 17.2 (5)	12/10/2015		M	9,342 (5)	12/05/2012 12/05/2021	Common Stock	9,342 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Beall Pamela K.M.
C/O MARATHON PETROLEUM CORPORATION
539 S. MAIN STREET
FINDLAY, OH 45840

Sr. VP (See Remarks)

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Pamela K.M. Beall

12/14/2015

**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) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's direct ownership of 17,913 additional shares of common stock.

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- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.25 to \$53.22, 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) and (3) 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 \$52.26 to \$53.21, 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) and (3) to this Form 4.
- (4) This option was previously reported as covering 19,000 shares at an exercise price of \$41.69 per share, but was adjusted to reflect the stock split that occurred on June 10, 2015
- (5) This option was previously reported as covering 4,671 shares at an exercise price of \$34.40 per share, but was adjusted to reflect the stock split that occurred on June 10, 2015

Remarks:

Senior Vice President, Corporate Planning, Government and Public Affairs

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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