

Palmer C. Michael  
 Form 4  
 July 05, 2011

**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 \*  
 Palmer C. Michael

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)  
 06/30/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, Supply Distrib. & Plan

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price (1) (2)			
Common Stock	06/30/2011		A <sup>(1)</sup>	7,642 A	7,642	D	
Common Stock	07/01/2011		A	4,740 A \$ 0	13,440.21 <sup>(3)</sup>	D	
Common Stock					3,583.978 <sup>(4)</sup>	I	By 401(k) Plan

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

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SEC 1474 (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. 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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Stock Appreciation Right	\$ 14.25	06/30/2011		A <sup>(1)</sup>	2,570	06/30/2011	05/26/2014			Common Stock	2
Stock Option (right to buy)	\$ 21.9	06/30/2011		A <sup>(1)</sup>	3,046	06/30/2011	06/10/2015			Common Stock	3
Stock Option (right to buy)	\$ 32.06	06/30/2011		A <sup>(1)</sup>	4,759	06/30/2011	06/01/2016			Common Stock	4
Stock Option (right to buy)	\$ 51.75	06/30/2011		A <sup>(1)</sup>	4,284	06/30/2011	05/30/2017			Common Stock	4
Stock Option (right to buy)	\$ 43.38	06/30/2011		A <sup>(1)</sup>	5,725	06/30/2011	05/28/2018			Common Stock	5
Stock Option (right to buy)	\$ 24.79	06/30/2011		A <sup>(1)</sup>	15,634	06/30/2011 <sup>(5)</sup>	05/27/2019			Common Stock	15
Stock Option (right to buy)	\$ 25.74	06/30/2011		A <sup>(1)</sup>	20,787	06/30/2011 <sup>(6)</sup>	05/26/2020			Common Stock	20
Stock Option (right to buy)	\$ 41.69	06/30/2011		A <sup>(1)</sup>	25,373	02/23/2012 <sup>(7)</sup>	02/23/2021			Common Stock	25

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

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

Sr. VP, Supply Distrib. & Plan

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for C. Michael  
Palmer

07/05/2011

\_\_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) Adjusted distribution resulting from the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (2) Amounts reported in this row are estimated as of July 5, 2011 based on preliminary information regarding the Spin-Off; final amounts, if different, will be reported in a subsequent filing.
- (3) Includes 1,058,210 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (4) These shares were acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (5) 8,653 shares vest on May 27, 2012.
- (6) 17,297 shares vest in annual installments of 8,648 shares on February 24, 2012 and 8,649 shares on February 24, 2013, respectively.
- (7) Vests in annual installments of 8,457 shares on February 23, 2012, 8,458 shares on February 23, 2013 and 8,458 shares on February 23, 2014, respectively.

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.