

Palmer C. Michael
Form 4
March 18, 2013

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Palmer C. Michael

(Last) (First) (Middle)

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

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Marathon Petroleum Corp [MPC]

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

03/14/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, Supply Distrib. & Plan

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/14/2013		M	1,500 A \$ 24.79	21,303.7253	D	
Common Stock	03/14/2013		S	1,500 D \$ 87.5	19,803.7253	D	
Common Stock	03/14/2013		M	7,153 A \$ 24.79	26,956.7253	D	
Common Stock	03/14/2013		S	7,153 D \$ 87	19,803.7253	D	
Common Stock	03/14/2013		M	1,426 A \$ 1,426	21,229.7253	D	

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Common Stock	03/14/2013	S	1,426	D	\$ 87.5	19,803.7253	D	
Common Stock	03/14/2013	M	2,322	A	\$ 2,322	22,125.7253	D	
Common Stock	03/14/2013	S	2,322	D	\$ 87	19,803.7253	D	
Common Stock						3,735.136	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 24.79	03/14/2013		M	1,500	06/30/2011 ⁽¹⁾ 05/27/2019	Common Stock 1,500
Stock Option (right to buy)	\$ 24.79	03/14/2013		M	7,153	06/30/2011 ⁽¹⁾ 05/27/2019	Common Stock 7,153
Stock Option (right to buy)	\$ 25.74	03/14/2013		M	1,426	06/30/2011 ⁽²⁾ 05/26/2020	Common Stock 1,426
Stock Option (right to buy)	\$ 25.74	03/14/2013		M	2,322	06/30/2011 ⁽²⁾ 05/26/2020	Common Stock 2,322

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

03/18/2013

__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 option, originally in the amount of 15,634, is exercisable as follows: 6,981 shares on June 30, 2011 and 8,653 shares on May 27, 2012.
- (2) This option, originally in the amount of 20,787 , is exercisable as follows: 3,490 shares on June 30, 2011, 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013.

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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