

Marathon Petroleum Corp
Form 4
May 07, 2015

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 *
Shaffner George P.

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)
05/06/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, HES&S (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	05/06/2015		M	21,125	A	\$ 41.69	35,407.2601 D
Common Stock	05/06/2015		M	4,436	A	\$ 34.4	39,843.2601 D
Common Stock	05/06/2015		S	21,125	D	\$ 100.45 (1)	18,718.2601 D
Common Stock	05/06/2015		S	4,436	D	\$ 100.76 (2)	14,282.2601 D

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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 (1) and (2) 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 \$100.67 to \$100.88, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of
- (2) 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 (1) and (2) to this Form 4.
 - (3) This option, originally in the amount of 21,125, is exercisable as follows: 7,041 shares on February 23, 2012, 7,042 shares on February 23, 2013 and 7,042 shares on February 23, 2014.
 - (4) This option, originally in the amount of 4,436, is exercisable as follows: 1,478 shares on December 5, 2012, 1,479 shares on December 5, 2013 and 1,479 shares on December 5, 2014.

Remarks:

Senior Vice President, Health, Environment, Safety and Security

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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