Edgar Filing: Marathon Petroleum Corp - Form 3

Marathon Petroleum Corp Form 3 February 03, 2016

FORM 3

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

OMB

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Number: Expires:

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January 31, 2005

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OMB APPROVAL

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Marathon Petroleum Corp [MPC] Brooks Raymond L (Month/Day/Year) 02/01/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O MARATHON (Check all applicable) **PETROLEUM** CORPORATION. 539 S. 10% Owner Director **MAIN STREET** _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Sr. VP, Refining Filing(Check Applicable Line) _X_ Form filed by One Reporting Person FINDLAY, OHÂ 45840 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock D 12,776 Common Stock 2,019.203 I By 401(k) Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	12/05/2012	12/05/2021	Common Stock	4,760	\$ 17.2	D	Â
Stock Option (right to buy)	04/01/2013	04/02/2022	Common Stock	8,240	\$ 21.72	D	Â
Stock Option (right to buy)	04/01/2014(1)	04/01/2023	Common Stock	7,596	\$ 44.915	D	Â
Stock Option (right to buy)	04/01/2015(2)	04/01/2024	Common Stock	8,790	\$ 44.77	D	Â
Stock Option (right to buy)	04/01/2016(3)	04/01/2025	Common Stock	13,484	\$ 50.88	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
1 8	Director	10% Owner	Officer	Other		
Brooks Raymond L C/O MARATHON PETROLEUM CORPORATION	^	^	^	^		
539 S. MAIN STREET	Ä	Ä	Sr. VP, Refining	Ä		
FINDLAY, OH 45840						

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Raymond L.
Brooks
02/03/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 2,532 shares vest on April 1, 2016.
- (2) 5,860 shares vest in annual installments of 2,930 shares on April 1, 2016 and on April 1, 2017, respectively.
- (3) Vests in annual installments of 4,494 shares on April 1, 2016, 4,495 shares on April 1, 2017 and 4,495 shares on April 1, 2018.

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Remarks:

Senior Vice President, Refining

Exhibit List: Exhibit 24 Power of Attorney

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.

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