

Kelley Thomas M.
Form 4
June 01, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelley Thomas M.

(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)

05/30/2018

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 ____ Other (specify
below) below)

Sr. Vice President, Marketing

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 (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)
Common Stock	05/30/2018		M	14,818 A	\$ 20.775 51,868.8691	D	
Common Stock	05/30/2018		M	10,000 A	\$ 20.845 61,868.8691	D	
Common Stock	05/30/2018		S	14,818 D	\$ 79.41 (1) 47,050.8691	D	
Common Stock	05/30/2018		S	10,000 D	\$ 79.55 (2) 37,050.8691	D	
Common Stock					2,974.041 (3)	I	By 401(k) Plan

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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)	05/30/2018		M	10,000 (4)	02/23/2012(5) 02/23/2021	Common Stock	10,000 (4)
Stock Option (right to buy)	\$ 20.775 (6)	05/30/2018		M	14,818 (6)	03/01/2013(7) 03/01/2022	Common Stock	14,818 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kelley Thomas M. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840	Sr. Vice President, Marketing

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Thomas M.
Kelley

06/01/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.31 to \$79.60, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon

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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.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.48 to \$79.60, 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 (1) and (2) to this Form 4.
- (3) Reflects the deduction of an administrative fee in the amount of .018 shares.
- (4) This option was previously reported as covering 21,125 shares at an exercise price of \$41.69 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (5) This option, in the adjusted amount of 42,250, was exercisable as follows: 14,082 shares on February 23, 2012, 14,084 shares on February 23, 2013 and 14,084 shares on February 23, 2014. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (6) This option was previously reported as covering 22,409 shares at an exercise price of \$41.55 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (7) This option, in the adjusted amount of 44,818, was exercisable as follows: 14,938 shares on March 1, 2013, 14,940 shares on March 1, 2014 and 14,940 shares on March 1, 2015. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.

Remarks:

Senior Vice President, Marketing

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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