

Marathon Petroleum Corp  
Form 4  
March 05, 2014

**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 \*  
Nichols Rodney 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)  
03/03/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, HR & Admin. Services

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 Ownership (Instr. 4)        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 03/03/2014                           |  | A                              |   | 2,591   | A  | \$ 0                                     |
| Common Stock                    |                                      |  |                                |   |   | I  | 21,240                                   |
| Common Stock                    |                                      |  |                                |   |   | I  | 3,717.237                                |
| Common Stock                    |                                      |  |                                |   |   | I  | 2,194                                    |
| Common Stock                    |                                      |  |                                |   |   | I  | 8,463                                    |
|                                 |                                      |  |                                |   |   |  | By 401(k) Plan                           |
|                                 |                                      |  |                                |   |   |  | By wife's Revocable Trust <sup>(1)</sup> |
|                                 |                                      |  |                                |   |   |  | By Revocable Trust <sup>(2)</sup>        |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy)                | \$ 83.37   | 03/03/2014                           |  | A                              | 17,371  | 03/01/2015 <sup>(3)</sup> 03/01/2024                     | Common Stock 17,371   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Nichols Rodney P.<br>C/O MARATHON PETROLEUM CORPORATION<br>539 S. MAIN STREET<br>FINDLAY, OH 45840 |               |           | Sr. VP, HR & Admin. Services |       |

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Rodney P. Nichols 03/05/2014

\_\_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) By Barb Nichols Revocable Trust Agreement (wife).
- (2) By Rodney P. Nichols Revocable Trust Agreement.
- (3) Vests in annual installments of 5,790 shares on March 1, 2015, 5,790 shares on March 1, 2016 and 5,791 shares on March 1, 2017.

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.