

Marathon Petroleum Corp
Form 8-K
April 30, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 24, 2013

Marathon Petroleum Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35054
(Commission

File Number)

27-1284632
(IRS Employer

Identification Number)

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539 South Main Street

Findlay, Ohio
(Address of Principal Executive Offices)

45840-3229
(Zip Code)

Registrant's telephone number, including area code:

(419) 422-2121

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders of Marathon Petroleum Corporation (the Corporation) was held on April 24, 2013. The following are the voting results on proposals considered and voted upon at the meeting.

1. ELECTION OF CLASS II DIRECTORS

The shareholders elected Evan Bayh, William L. Davis and Thomas J. Usher as Class II directors, to serve terms expiring in 2016, by the following votes:

| NOMINEE | VOTES FOR | WITHHELD | BROKER NON-VOTES |
|------------------|-------------|------------|---------------------|
| Evan Bayh | 237,810,679 | 10,015,175 | 30,401,910 |
| William L. Davis | 240,634,981 | 7,190,873 | 30,401,910 |
| Thomas J. Usher | 239,635,402 | 8,190,452 | 30,401,910 |

2. RATIFICATION OF INDEPENDENT AUDITOR FOR 2013

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent auditor for the year ending December 31, 2013 by the following votes:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|---------------|-------------|---------------------|
| 276,629,782 | 610,190 | 987,792 | 0 |

3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

The shareholders approved, on an advisory basis, the compensation of the Corporation's named executive officers by the following votes:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|---------------|-------------|---------------------|
| 233,819,073 | 12,545,307 | 1,461,474 | 30,401,910 |

4. APPROVAL OF AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION

The proposal to approve an amendment to the Corporation's Restated Certificate of Incorporation to eliminate, over a three year period beginning at the 2015 annual meeting of shareholders, the classified structure of the Board of Directors and provide for the annual election of all directors beginning at the 2017 annual meeting of shareholders did not receive the required affirmative vote of 80% of the Corporation's outstanding shares and thus the classified board will remain in effect.

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|---------------|-------------|---------------------|
| 245,594,823 | 1,121,070 | 1,109,961 | 30,401,910 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Petroleum Corporation

Date: April 30, 2013

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary