

Palmer C. Michael
Form 4
March 15, 2013

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 *
Palmer C. Michael

(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)
03/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Supply Distrib. & Plan

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/13/2013 | | M | 2,570 | A \$ 14.25 | 18,156.7253 (1) | D |
| Common Stock | 03/13/2013 | | D | 1,196 | D \$ 88.26 | 16,960.7253 | D |
| Common Stock | 03/13/2013 | | M | 203 | A \$ 21.9 | 17,163.7253 | D |
| Common Stock | 03/13/2013 | | S | 203 | D \$ 88.156 | 16,960.7253 | D |
| Common Stock | 03/13/2013 | | M | 2,843 | A \$ 21.9 | 19,803.7253 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------|---------------|---|----------------|
| Common Stock | 03/13/2013 | M | 4,759 | A | \$ 32.06 | 24,562.7253 | D | |
| Common Stock | 03/13/2013 | S | 4,759 | D | \$ 88.18 (2) | 19,803.7253 | D | |
| Common Stock | 03/13/2013 | M | 6,981 | A | \$ 24.79 | 26,784.7253 | D | |
| Common Stock | 03/13/2013 | S | 6,981 | D | \$ 88.16 (3) | 19,803.7253 | D | |
| Common Stock | 03/13/2013 | M | 3,490 | A | \$ 25.74 | 23,293.7253 | D | |
| Common Stock | 03/13/2013 | S | 3,490 | D | \$ 87.92 (4) | 19,803.7253 | D | |
| Common Stock | 03/13/2013 | M | 4,900 | A | \$ 25.74 | 24,703.7253 | D | |
| Common Stock | 03/13/2013 | S | 4,900 | D | \$ 87.79 (5) | 19,803.7253 | D | |
| Common Stock | | | | | | 3,735.136 (6) | I | By 401(k) Plan |

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 Security (Instr. 3 and 4) | Am or Nur of Sha |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Appreciation Right | \$ 14.25 | 03/13/2013 | | M | 2,570 | 06/30/2011 05/26/2014 | Common Stock | 2,570 |
| Stock Option (right to buy) | \$ 21.9 | 03/13/2013 | | M | 203 | 06/30/2011 06/10/2015 | Common Stock | 203 |

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| | | | | | | | | |
|--------------------------------|----------|------------|---|-------|---------------------------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 21.9 | 03/13/2013 | M | 2,843 | 06/30/2011 | 06/10/2015 | Common Stock | 2,843 |
| Stock Option (right to buy) | \$ 32.06 | 03/13/2013 | M | 4,759 | 06/30/2011 | 06/01/2016 | Common Stock | 4,759 |
| Stock Option (right to buy) | \$ 24.79 | 03/13/2013 | M | 6,981 | 06/30/2011 | 05/27/2019 | Common Stock | 6,981 |
| Stock Option (right to buy) | \$ 25.74 | 03/13/2013 | M | 3,490 | 06/30/2011 | 05/26/2020 | Common Stock | 3,490 |
| Stock Option (right to buy) | \$ 25.74 | 03/13/2013 | M | 4,900 | 06/30/2011 ⁽⁷⁾ | 05/26/2020 | Common Stock | 4,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Palmer C. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840 | | | Sr. VP, Supply Distrib. & Plan | |

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for C. Michael Palmer

03/15/2013

__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) Includes 0.050564 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.182 to \$88.183, 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 (2), (3), (4) and (5) to this Form 4.
- (2) Includes 14.833 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.03 to \$88.28, 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 (2), (3), (4) and (5) to this Form 4.
- (3) Includes 14.833 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.85 to \$87.88, 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 (2), (3), (4) and (5) to this Form 4.
- (4) Includes 14.833 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.75 to \$87.88, 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 (2), (3), (4) and (5) to this Form 4.
- (5) Includes 14.833 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.75 to \$87.88, 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 (2), (3), (4) and (5) to this Form 4.
- (6) Includes 14.833 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.

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- (7) This option, originally in the amount of 20,787, is exercisable as follows: 3,490 on June 30, 2011, 8,648 on May 26, 2012 and 8,649 on May 26, 2013.

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.