

Kelley Thomas M.
Form 4
December 18, 2017

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 *
Kelley Thomas M.

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)
C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2017

____ Director
 Officer (give title below) Sr. Vice President, Marketing
____ 10% Owner
____ Other (specify below)

(Street)
FINDLAY, OH 45840

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

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 | 12/14/2017 | | M | A | \$ 47,211.6795 12.365 (1) | D | |
| Common Stock | 12/14/2017 | | S | D | \$ 34,653.6795 64.75 (2) | D | |
| Common Stock | 12/14/2017 | | M | A | \$ 46,903.6795 20.845 | D | |
| Common Stock | 12/14/2017 | | S | D | \$ 34,653.6795 64.75 (3) | D | |
| Common Stock | 12/14/2017 | | M | A | \$ 45,449.6795 17.2 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------|-------------|-------|----------------|
| Common Stock | 12/14/2017 | S | 10,796 | D | \$ 64.75 (4) | 34,653.6795 | D | |
| Common Stock | | | | | | 2,954.716 | (5) 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 12.365 (6) | 12/14/2017 | | M | 12,558 (6) | 06/30/2011(7) 02/24/2020 | Common Stock 12,558 (6) |
| Stock Option (right to buy) | \$ 20.845 (8) | 12/14/2017 | | M | 12,250 (8) | 02/23/2012(9) 02/23/2021 | Common Stock 12,250 (8) |
| Stock Option (right to buy) | \$ 17.2 (10) | 12/14/2017 | | M | 10,796 (10) | 12/05/2012(11) 12/05/2021 | Common Stock 10,796 (10) |

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

12/18/2017

__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 .388911 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 \$64.31 to \$65.01, 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) and (4) 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 \$64.30 to \$65.02, 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) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.27 to \$65.02, 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) and (4) to this Form 4.
- (4) Includes 40.221 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11. Also reflects the deduction of an administrative fee in the amount of .051 shares.
- (5) This option was previously reported as covering 14,178 shares at an exercise price of \$24.73 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (6) This option, in the adjusted amount of 28,356, was exercisable as follows: 4,760 shares on June 30, 2011, 11,798 shares on February 24, 2012 and 11,798 shares on February 24, 2013. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (7) 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.
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.
- (8) This option was previously reported as covering 5,398 shares at an exercise price of \$34.40 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
This option, in the adjusted amount of 10,796, was exercisable as follows: 3,598 shares on December 5, 2012, 3,598 shares on December 5, 2013 and 3,600 shares on December 5, 2014. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (9) This option was previously reported as covering 5,398 shares at an exercise price of \$34.40 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
This option, in the adjusted amount of 10,796, was exercisable as follows: 3,598 shares on December 5, 2012, 3,598 shares on December 5, 2013 and 3,600 shares on December 5, 2014. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.
- (10) This option was previously reported as covering 5,398 shares at an exercise price of \$34.40 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.
This option, in the adjusted amount of 10,796, was exercisable as follows: 3,598 shares on December 5, 2012, 3,598 shares on December 5, 2013 and 3,600 shares on December 5, 2014. 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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