

Marathon Petroleum Corp
 Form 4
 January 06, 2014

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 *
Wilder J. 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)
01/02/2014

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)
VP, General Counsel & Sec

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				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)	
			Code	V	Amount	(A) or (D) Price				
Common Stock	01/02/2014		M		5,584	A	\$ 20.19	25,474	D	
Common Stock	01/02/2014		M		6,920	A	\$ 20.19	32,394	D	
Common Stock	01/02/2014		M		3,380	A	\$ 24.73	35,774	D	
Common Stock	01/02/2014		M		6,687	A	\$ 24.73	42,461	D	
Common Stock	01/02/2014		M		10,067	A	\$ 24.73	52,528	D	

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Common Stock	01/02/2014	S ⁽¹⁾	5,584	D	\$ 90.5323 (2)	46,944	D	
Common Stock	01/02/2014	S ⁽¹⁾	6,920	D	\$ 91.1402 (3)	40,024	D	
Common Stock	01/02/2014	S ⁽¹⁾	3,380	D	\$ 90.7098 (4)	36,644	D	
Common Stock	01/02/2014	S ⁽¹⁾	6,687	D	\$ 91.2597 (5)	29,957	D	
Common Stock	01/02/2014	S ⁽¹⁾	10,067	D	\$ 91.2788 (6)	19,890	D	
Common Stock						7,386	I	By Revocable Trust ⁽⁷⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 20.19	01/02/2014		M	5,584	02/25/2012 ⁽⁸⁾ 02/25/2019	Common Stock 5,584
Stock Option (right to buy)	\$ 20.19	01/02/2014		M	6,920	02/25/2012 ⁽⁸⁾ 02/25/2019	Common Stock 6,920

Stock Option (right to buy)	\$ 24.73	01/02/2014	M	3,380	06/30/2011 ⁽⁹⁾	02/24/2020	Common Stock	3,380
Stock Option (right to buy)	\$ 24.73	01/02/2014	M	6,687	06/30/2011 ⁽⁹⁾	02/24/2020	Common Stock	6,687
Stock Option (right to buy)	\$ 24.73	01/02/2014	M	10,067	06/30/2011 ⁽⁹⁾	02/24/2020	Common Stock	10,067

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<p>Wilder J. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840</p>			<p>VP, General Counsel & Sec</p>	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for J. Michael Wilder	01/06/2014
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 **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2013.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.050 to \$90.840, 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), (5) and (6) 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 \$91.050 to \$91.320, 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), (5) and (6) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.400 to \$91.080, 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), (5) and (6) to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.020 to \$91.520, 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), (5) and (6) to this Form 4.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.160 to \$91.510, 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), (5) and (6) to this Form 4.
- (6) By J. Michael Wilder Revocable Trust Agreement, pursuant to which the Reporting Person is the settlor, co-trustee with his spouse.
 - (7) This option, originally in the amount of 12,504, is exercisable as follows: 5,584 shares on June 30, 2011 and 6,920 shares on February 25, 2012.
 - (8) This option, originally in the amount of 20,134, is exercisable as follows: 3,380 shares on June 30, 2011, 8,377 shares on February 24, 2012 and 8,377 shares on February 24, 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.