

Palmer C. Michael
Form 4
March 15, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Palmer C. Michael

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Supply Distrib. & Plan

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or 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

Edgar Filing: Palmer C. Michael - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	2,5
Stock Option (right to buy)	\$ 21.9	03/13/2013		M	203	06/30/2011 06/10/2015	Common Stock	2

Edgar Filing: Palmer C. Michael - Form 4

Option Type	Exercise Price	Grant Date	Expiration Date	Quantity	Acquired	Terminated	Security Type	Quantity
Stock Option (right to buy)	\$ 21.9	03/13/2013		2,843	06/30/2011	06/10/2015	Common Stock	2,843
Stock Option (right to buy)	\$ 32.06	03/13/2013		4,759	06/30/2011	06/01/2016	Common Stock	4,759
Stock Option (right to buy)	\$ 24.79	03/13/2013		6,981	06/30/2011	05/27/2019	Common Stock	6,981
Stock Option (right to buy)	\$ 25.74	03/13/2013		3,490	06/30/2011	05/26/2020	Common Stock	3,490
Stock Option (right to buy)	\$ 25.74	03/13/2013		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.

Edgar Filing: Palmer C. Michael - Form 4

- (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.