

Marathon Petroleum Corp
Form 3
March 04, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Swearingen John S</p> <p>(Last) (First) (Middle)</p> <p>C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET</p> <p>(Street)</p> <p>FINDLAY, OH 45840</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/03/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Marathon Petroleum Corp [MPC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr. VP, Trans. & Logistics</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	20,372	D	À
Common Stock	1.743	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	06/30/2011	05/30/2017	Common Stock	8,568	\$ 51.75	D	Â
Stock Option (right to buy)	06/30/2011	05/28/2018	Common Stock	5,725	\$ 43.38	D	Â
Stock Option (right to buy)	06/30/2011	05/26/2020	Common Stock	8,649	\$ 25.74	D	Â
Stock Option (right to buy)	05/25/2012	05/25/2021	Common Stock	20,375	\$ 44.72	D	Â
Stock Option (right to buy)	12/05/2012	12/05/2021	Common Stock	4,233	\$ 34.4	D	Â
Stock Option (right to buy)	03/01/2013	03/01/2022	Common Stock	16,807	\$ 41.55	D	Â
Stock Option (right to buy)	02/27/2014 ⁽¹⁾	02/27/2023	Common Stock	8,305	\$ 82.74	D	Â
Stock Option (right to buy)	03/01/2015 ⁽²⁾	03/01/2024	Common Stock	8,686	\$ 83.37	D	Â
Stock Option (right to buy)	03/01/2016 ⁽³⁾	03/01/2025	Common Stock	10,075	\$ 101.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swearingen John S C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840	Â	Â	Â Sr. VP, Trans. & Logistics	Â

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for John S. Swearingen

03/04/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) 2,769 shares vest on February 27, 2016.
- (2) 5,791 shares vest in annual installments of 2,895 shares on March 1, 2016 and 2,896 shares on March 1, 2017, respectively.
- (3) Vests in annual installments of 3,358 shares on March 1, 2016, 3,358 shares on March 1, 2017 and 3,359 shares on March 1, 2018, respectively.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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