

Marathon Petroleum Corp
Form 3
February 03, 2016

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>Â Brooks Raymond L</p> <p>(Last) (First) (Middle)</p> <p>C/O MARATHON PETROLEUM CORPORATION,Â 539 S. MAIN STREET</p> <p>(Street)</p> <p>FINDLAY,Â OHÂ 45840</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/01/2016</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 <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP, Refining</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 <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	12,776	D	Â
Common Stock	2,019.203	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)	12/05/2012	12/05/2021	Common Stock	4,760	\$ 17.2	D	Â
Stock Option (right to buy)	04/01/2013	04/02/2022	Common Stock	8,240	\$ 21.72	D	Â
Stock Option (right to buy)	04/01/2014 ⁽¹⁾	04/01/2023	Common Stock	7,596	\$ 44.915	D	Â
Stock Option (right to buy)	04/01/2015 ⁽²⁾	04/01/2024	Common Stock	8,790	\$ 44.77	D	Â
Stock Option (right to buy)	04/01/2016 ⁽³⁾	04/01/2025	Common Stock	13,484	\$ 50.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Raymond L C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840	Â	Â	Â Sr. VP, Refining	Â

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Raymond L. Brooks 02/03/2016

**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).

- (1) 2,532 shares vest on April 1, 2016.
- (2) 5,860 shares vest in annual installments of 2,930 shares on April 1, 2016 and on April 1, 2017, respectively.
- (3) Vests in annual installments of 4,494 shares on April 1, 2016, 4,495 shares on April 1, 2017 and 4,495 shares on April 1, 2018.

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Remarks:

Senior Vice President, Refining
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. 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.