

Goff Gregory James
 Form 4
 October 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
Goff Gregory James

 (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)
10/01/2018

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)
Exec Vice Chairman

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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|-----------|---|--------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| | | | | | | | | (1) | | | |
| | | | | | | | | (2) | | | |
| | | | | | | | | (3) | | | |
| | | | | | | | | (4) | | | |
| | | | | | | | | (5) | | | |
| Common Stock | 10/01/2018 | | A | | | 1,626,025 | A | (3) | 1,626,025 | D | |
| Common Stock | 10/01/2018 | | A | | | 1,017 | A | (3) | 1,017 | I | By 401(k) |
| Common Stock | 10/01/2018 | | A | | | 38,790 | A | (3) | 38,790 | I | By 2008 Investment Trust |

Edgar Filing: Goff Gregory James - Form 4

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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 7.31 | 10/01/2018 | | A | | 62,669 | | 10/01/2018 | 05/03/2020 | Common Stock | 62,669 |
| Stock Option (right to buy) | \$ 6.92 | 10/01/2018 | | A | | 220,660 | | 10/01/2018 | 05/05/2020 | Common Stock | 220,660 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goff Gregory James C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840 | X | | Exec Vice Chairman | |

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Gregory James Goff 10/03/2018

__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).

Includes 956,902 shares of Issuer common stock received in exchange for 588,193 shares of Andeavor common stock in connection with (1) the merger of Mahi Inc., a wholly owned subsidiary of the Issuer, with and into Andeavor on October 1, 2018, with Andeavor as the surviving entity (the "Merger").

Edgar Filing: Goff Gregory James - Form 4

- (2) In connection with the Merger, holders of Andeavor common stock elected to receive, per share of Andeavor common stock, 1.87 shares of Issuer common stock or \$152.27 in cash, subject to allocation and proration provisions set forth in the merger agreement, with cash paid in lieu of fractional shares. On the effective date of the Merger, the closing price of Issuer common stock was \$82.43 per share.
- (3) All reported amounts are estimated as of October 3, 2018 based on preliminary information with respect to the Merger and such cash/stock elections. Final amounts will be reported in a subsequent filing.
- (4) Includes 368,231 Issuer restricted stock units received upon conversion of 120,035 Andeavor market stock unit awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such market stock unit awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.
- (5) Includes 300,892 Issuer restricted stock units received upon conversion of 112,863 Andeavor performance share awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such performance share awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.
- (6) Received in exchange for 625,717 shares of Andeavor common stock held through the Andeavor 401(k) plan.
- (7) Received in exchange for 23,844 shares of Andeavor common stock held in trust, for which the Reporting Person is a co-trustee, in connection with the Merger.
- (8) Received in exchange for option awards in respect of 33,513 and 118,000 shares of Andeavor common stock, respectively, in connection with the Merger. The Andeavor options were converted in the Merger based on the number of Andeavor shares subject to such option award multiplied by 1.87 (rounded down to the nearest whole share) and with an exercise price (rounded up to the nearest whole cent) equal to the exercise price per share of Andeavor common stock divided by 1.87.

Remarks:

Executive Vice Chairman

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.