Marathon Petroleum Corp
Form 4
May 06, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaffner George P.

(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)
05/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP, HES&S (See Remarks)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			
Common Stock	05/04/2015		M		3,490	A	$ 25.74	17,772.2601	D	
Common Stock	05/04/2015		M		17,297	A	$ 25.74	35,069.2601	D	
Common Stock	05/04/2015		M		5,426	A	$ 51.75	40,495.2601	D	
Common Stock	05/04/2015		S		3,490	D	$ 101.45 (1)	37,005.2601	D	
	05/04/2015		S		17,297	D		19,708.2601	D	

Common Stock						$ 101.43 (2)		
Common Stock	05/04/2015		S	5,426	D	$ 101.5 (3)	14,282.2601 (4)	D

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	$ 51.75	05/04/2015		M			5,426	06/30/2011	05/30/2017	Common Stock	5,426
Stock Option (right to buy)	$ 25.74	05/04/2015		M			3,490	06/30/2011 (5)	05/26/2020	Common Stock	3,490
Stock Option (right to buy)	$ 25.74	05/04/2015		M			17,297	06/30/2011 (5)	05/26/2020	Common Stock	17,297

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffner George P. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			Sr. VP, HES&S (See Remarks)	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for George P. Shaffner	05/06/2015
**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $101.40 to $101.57, 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 (1) (2) and (3) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $101.15 to $101.74, 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 (1) (2) and (3) 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 $101.50 to $101.53, 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 (1) (2) and (3) to this Form 4.

(4) Includes .068213 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.

(5) This option, originally in the amount of 20,787, is exercisable as follows: 3,490 shares on June 30,2011, 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013.

Remarks:

Senior Vice President, Health, Environment, Safety and Security

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.