

Marathon Petroleum Corp  
Form 4  
December 09, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Kenney Anthony R.

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)  
C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Speedway LLC

(Street)  
FINDLAY, OH 45840

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | Code V Amount (A) or (D) Price                                    |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/05/2013                           |                                                    | F                              | 95 D \$ 84.11                                                     | 40,580                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,285.437 <sup>(1)</sup>                                                                      | 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)

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                               |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer                       | Other |
| Kenney Anthony R.<br>C/O MARATHON PETROLEUM CORPORATION<br>539 S. MAIN STREET<br>FINDLAY, OH 45840 |               |           | President,<br>Speedway<br>LLC |       |

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Anthony R. Kenney  
 12/09/2013  
 \*\*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 46,692 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.

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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9,988 D Employee Stock Option (Right-to-Buy) \$ 25.95 08/08/1988<sup>(3)</sup>01/17/2012  
 Common Stock 7,684 7,684 D Employee Stock Option (Right-to-Buy) \$ 27.9 08/08/1988<sup>(4)</sup>12/09/2012  
 Common Stock 7,022 7,022 D Phantom Stock \$ 0 <sup>(5)</sup> 08/08/1988<sup>(6)</sup>08/08/1988<sup>(6)</sup> Common Stock 1,483.84  
 1,483.84 <sup>(6)</sup> D Employee Stock Option (Right-to-Buy) \$ 27.3 08/08/1988<sup>(7)</sup>12/03/2013 Common Stock 7,622  
 7,622 D

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

MCCREARY JAMES C  
1200 WILLOW LAKE BOULEVARD  
P.O. BOX 64683  
ST. PAUL 55164-0683

VP, Corporate Controller

## Signatures

Timothy J. Keenan,  
Attorney-in-Fact

11/23/2004

\_\_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) 401(k) Plan: This amount includes shares acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (3) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (5) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (6) Deferred Compensation Plan: Units convert into shares of common stock upon the earlier of certain termination events as specified in the Key Employee Deferred Compensation Plan or such earlier date as selected by the participant.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.

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