

Braddock Michael G.
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Braddock Michael G.

(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)
06/30/2011

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)
Vice President and Controller

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/01/2011		A	4,740 A \$ 0	4,830 ⁽¹⁾	D	
Common Stock					990.142 ⁽²⁾	I	By 401(k) Plan

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

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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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 14.25	06/30/2011		A ⁽³⁾	413	06/30/2011 05/26/2014	Common Stock
Stock Option (right to buy)	\$ 21.9	06/30/2011		A ⁽³⁾	539	06/30/2011 06/10/2015	Common Stock
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽³⁾	1,332	06/30/2011 06/01/2016	Common Stock
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽³⁾	1,618	06/30/2011 05/30/2017	Common Stock
Stock Option (right to buy)	\$ 43.38	06/30/2011		A ⁽³⁾	1,288	06/30/2011 05/28/2018	Common Stock
Stock Option (right to buy)	\$ 24.79	06/30/2011		A ⁽³⁾	9,131	06/30/2011 ⁽⁵⁾ 05/27/2019	Common Stock
Stock Option (right to buy)	\$ 25.74	06/30/2011		A ⁽³⁾	11,660	06/30/2011 ⁽⁶⁾ 05/26/2020	Common Stock
Stock Option (right to buy)	\$ 44.72	06/30/2011		A ⁽³⁾	20,120	05/25/2012 ⁽⁷⁾ 05/25/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Braddock Michael G. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			Vice President and Controller	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Michael G. Braddock

07/05/2011

__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 90 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (2) These shares were acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (3) Adjusted distribution resulting from the Spin-Off.
- (4) Amounts reported in this row are estimated as of July 5, 2011 based on preliminary information regarding the Spin-Off; final amounts, if different, will be reported in a subsequent filing.
- (5) 5,054 shares vest on May 27, 2012.
- (6) 9,703 shares vest in annual installments of 4,851 on May 26, 2012 and 4,852 shares vest on May 26, 2013, respectively.
- (7) Vests in annual installments of 6,706 shares on May 25, 2012, 6,707 shares on May 25, 2013 and 6,707 shares on May 25, 2014, respectively.

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.