

Marathon Petroleum Corp  
Form 4  
February 03, 2016

**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 \*  
Nichols Rodney P.

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)  
02/01/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, HR & Admin. Services

(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)
				(A) or (D)	Price		
Common Stock	02/01/2016		A	2,289	A \$ 0	47,445 <sup>(1)</sup>	D
Common Stock						7,766.78 <sup>(2)</sup> <sup>(3)</sup>	I By 401(k) Plan
Common Stock						4,388 <sup>(4)</sup>	I By wife's Revocable Trust <sup>(5)</sup>
Common Stock						16,926 <sup>(6)</sup>	I By Revocable Trust <sup>(7)</sup>

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Nichols Rodney P.  
C/O MARATHON PETROLEUM CORPORATION  
539 S. MAIN STREET  
FINDLAY, OH 45840

Sr. VP, HR & Admin. Services

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Rodney P. Nichols

02/03/2016

\_\_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) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's direct ownership of 22,578 additional shares of common stock.
- (2) Includes 137.321 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.
- (3) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 3,833.867 additional shares of common stock.
- (4) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 2,194 additional shares of common stock.

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- (5) By Barb Nichols Revocable Trust Agreement (wife).
- (6) On June 10, 2015, the common stock of Marathon Petroleum Corporation split 2-for-1 for holders of record on May 20, 2015, resulting in the reporting person's indirect ownership of 8,463 additional shares of common stock.
- (7) By Rodney P. Nichols Revocable Trust Agreement.

### **Remarks:**

Senior Vice President, Human Resources and Administrative Services

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.

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