

Shaffner George P.
Form 4
July 05, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

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 ____ Other (specify
below) below)

Sr. VP, Transp. & Logistics

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	06/30/2011		A ⁽¹⁾		6,977	A	⁽¹⁾ ⁽²⁾
							7,131.21 ⁽³⁾
							D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾		5,077		06/30/2011	06/01/2016	Common Stock	5,077
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾		5,426		06/30/2011	05/30/2017	Common Stock	5,426
Stock Option (right to buy)	\$ 43.38	06/30/2011		A ⁽¹⁾		3,339		06/30/2011	05/28/2018	Common Stock	3,339
Stock Option (right to buy)	\$ 24.79	06/30/2011		A ⁽¹⁾		8,653		05/27/2012	05/27/2019	Common Stock	8,653
Stock Option (right to buy)	\$ 25.74	06/30/2011		A ⁽¹⁾		20,787		06/30/2011 ⁽⁴⁾	05/26/2020	Common Stock	20,787
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾		21,125		02/23/2012 ⁽⁵⁾	02/23/2021	Common Stock	21,125

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, Transp. & Logistics

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for George P.
Shaffner

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) Adjusted distribution resulting from the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (2) 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.
- (3) Includes 154,210 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (4) 17,297 shares vest in annual installments of 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013, respectively.
- (5) Vests in annual installments of 7,041 shares on February 23, 2012, 7,042 shares on February 23, 2013 and 7,042 shares on February 23, 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.
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