

Marathon Petroleum Corp  
Form FWP  
December 08, 2015

Filed Pursuant to Rule 433

Registration No. 333-197128

December 7, 2015

Supplementing the Preliminary

Prospectus Supplement dated December 7, 2015

(To Prospectus dated June 30, 2014)

### **Marathon Petroleum Corporation**

#### Final Pricing Terms

December 7, 2015

**Issuer:** Marathon Petroleum Corporation

**Net proceeds (before expenses) to the Issuer:** \$1,489,268,000

#### **2.700% Senior Notes due 2018**

**Size:** \$600,000,000

**Maturity:** December 14, 2018

**Coupon:** 2.700%

**Benchmark Treasury:** 1.250% due November 15, 2018

**Benchmark Treasury Yield:** 1.228%

**Spread to Benchmark Treasury:**

+150 bps

**Yield to Maturity:** 2.728%

**Price to Public:** 99.920%

**Interest Payment Dates:** June 15 and December 15, commencing June 15, 2016, to holders of record at the close of business on the preceding June 1 and December 1, respectively

**Make-Whole Call:** T+25 bps (at any time before December 14, 2018)

**Settlement:** T+5; December 14, 2015

**CUSIP/ISIN:** 56585AAK8 / US56585AAK88

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Anticipated Ratings:** Baa2 (Stable) / BBB (Stable)

**Joint Book-Running Managers:** J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

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Goldman, Sachs & Co.

Mizuho Securities USA Inc.

BNP Paribas Securities Corp.

Morgan Stanley & Co. LLC

Mitsubishi UFJ Securities (USA), Inc.

Wells Fargo Securities, LLC

**Co-Managers:** BBVA Securities Inc.  
Fifth Third Securities, Inc.  
PNC Capital Markets LLC  
SunTrust Robinson Humphrey, Inc.

**3.400% Senior Notes due 2020**

**Size:** \$650,000,000  
**Maturity:** December 15, 2020  
**Coupon:** 3.400%  
**Benchmark Treasury:** 1.625% due November 30, 2020  
**Benchmark Treasury Yield:** 1.678%  
**Spread to Benchmark Treasury:** +175 bps  
**Yield to Maturity:** 3.428%  
**Price to Public:** 99.872%  
**Interest Payment Dates:** June 15 and December 15, commencing June 15, 2016, to holders of record at the close of business on the preceding June 1 and December 1, respectively  
**Make-Whole Call:** T+30 bps (at any time before November 15, 2020)  
**Par Call:** At any time on or after November 15, 2020  
**Settlement:** T+5; December 14, 2015  
**CUSIP/ISIN:** 56585AAL6 / US56585AAL61  
**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof  
**Anticipated Ratings:** Baa2 (Stable) / BBB (Stable)  
**Joint Book-Running Managers:** J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Goldman, Sachs & Co.  
Mizuho Securities USA Inc.  
Barclays Capital Inc.  
Morgan Stanley & Co. LLC  
Mitsubishi UFJ Securities (USA), Inc.  
Wells Fargo Securities, LLC  
**Co-Managers:** Comerica Securities, Inc.  
Fifth Third Securities, Inc.  
The Huntington Investment Company

PNC Capital Markets LLC

**5.850% Senior Notes due 2045**

<b>Size:</b>	\$250,000,000
<b>Maturity:</b>	December 15, 2045
<b>Coupon:</b>	5.850%
<b>Benchmark Treasury:</b>	2.875% due August 15, 2045
<b>Benchmark Treasury Yield:</b>	2.968%

<b>Spread to Benchmark</b>	+290 bps
<b>Treasury:</b>	
<b>Yield to Maturity:</b>	5.868%
<b>Price to Public:</b>	99.747%
<b>Interest Payment Dates:</b>	June 15 and December 15, commencing June 15, 2016, to holders of record at the close of business on the preceding June 1 and December 1, respectively
<b>Make-Whole Call:</b>	T+45 bps (at any time before June 15, 2045)
<b>Par Call:</b>	At any time on or after June 15, 2045
<b>Settlement:</b>	T+5; December 14, 2015
<b>CUSIP/ISIN:</b>	56585AAM4 / US56585AAM45
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Anticipated Ratings:</b>	Baa2 (Stable) / BBB (Stable)
<b>Joint Book-Running Managers:</b>	J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Goldman, Sachs & Co.  Mizuho Securities USA Inc.  Citigroup Global Markets Inc.  Morgan Stanley & Co. LLC  Mitsubishi UFJ Securities (USA), Inc.  Wells Fargo Securities, LLC
<b>Co-Managers:</b>	BB&T Capital Markets, a division of BB&T Securities, LLC  Comerica Securities, Inc.  PNC Capital Markets LLC  SunTrust Robinson Humphrey, Inc.  U.S. Bancorp Investments, Inc.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at (212) 834-4355, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), Goldman, Sachs & Co. toll-free at (866) 471-2526 or emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com) and Mizuho Securities USA Inc. toll-free at**

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