

Palmer C. Michael
 Form 4
 March 18, 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 *
 Palmer C. Michael

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)
 03/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Supply Distrib. & Plan

(Street)

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

FINDLAY, OH 45840

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/14/2013 | | M | A | 1,500 | \$ 24.79 | 21,303.7253 D |
| Common Stock | 03/14/2013 | | S | D | 1,500 | \$ 87.5 | 19,803.7253 D |
| Common Stock | 03/14/2013 | | M | A | 7,153 | \$ 24.79 | 26,956.7253 D |
| Common Stock | 03/14/2013 | | S | D | 7,153 | \$ 87 | 19,803.7253 D |
| Common Stock | 03/14/2013 | | M | A | 1,426 | \$ 1,426 | 21,229.7253 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------|---|----------------|
| Common Stock | 03/14/2013 | S | 1,426 | D | \$ 87.5 | 19,803.7253 | D | |
| Common Stock | 03/14/2013 | M | 2,322 | A | \$ 2,322 | 22,125.7253 | D | |
| Common Stock | 03/14/2013 | S | 2,322 | D | \$ 87 | 19,803.7253 | D | |
| Common Stock | | | | | | 3,735.136 | 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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 24.79 | 03/14/2013 | | M | 1,500 | 06/30/2011 ⁽¹⁾ | 05/27/2019 | Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 24.79 | 03/14/2013 | | M | 7,153 | 06/30/2011 ⁽¹⁾ | 05/27/2019 | Common Stock | 7,153 |
| Stock Option (right to buy) | \$ 25.74 | 03/14/2013 | | M | 1,426 | 06/30/2011 ⁽²⁾ | 05/26/2020 | Common Stock | 1,426 |
| Stock Option (right to buy) | \$ 25.74 | 03/14/2013 | | M | 2,322 | 06/30/2011 ⁽²⁾ | 05/26/2020 | Common Stock | 2,322 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Palmer C. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840 | | | Sr. VP, Supply Distrib. & Plan | |

Signatures

| | |
|--|------------|
| /s/ Molly R. Benson, Attorney-in-Fact for C. Michael Palmer | 03/18/2013 |
| **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) This option, originally in the amount of 15,634, is exercisable as follows: 6,981 shares on June 30, 2011 and 8,653 shares on May 27, 2012.
 - (2) This option, originally in the amount of 20,787, is exercisable as follows: 3,490 shares on June 30, 2011, 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013.

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.