

Palmer C. Michael
Form 4
March 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Supply Distrib. & Plan

C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN 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

(Street)

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

Edgar Filing: Palmer C. Michael - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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.