

Heminger Gary R.
Form 4
February 26, 2019

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Heminger Gary R.

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)
02/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/22/2019 | | M | | 83,574 | A | \$ 10.095 |
| Common Stock | 02/22/2019 | | S | | 83,574 | D | \$ 64.998 (1) |
| Common Stock | 02/22/2019 | | M | | 103,568 | A | \$ 10.095 |
| Common Stock | 02/22/2019 | | S | | 103,568 | D | \$ 65.001 (2) |

Edgar Filing: Heminger Gary R. - Form 4

| | | | |
|--------------|------------|---|-----------------------------------|
| Common Stock | 10,398.33 | I | By 401(k) Plan |
| Common Stock | 21,228 | I | By Revocable Trust ⁽³⁾ |
| Common Stock | 184,974.14 | I | By GRAT ⁽⁴⁾ |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 10.095 ⁽⁵⁾ | 02/22/2019 | | M | 83,574 ⁽⁵⁾ | 06/30/2011 ⁽⁶⁾ | 02/25/2019 | Common Stock | 83,574 ⁽⁵⁾ |
| Stock Option (right to buy) | \$ 10.095 ⁽⁵⁾ | 02/22/2019 | | M | 103,568 ⁽⁵⁾ | 06/30/2011 ⁽⁶⁾ | 02/25/2019 | Common Stock | 103,568 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heminger Gary R. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840 | X | | Chairman, CEO | |

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Gary R.
Heminger

02/26/2019

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.86 to \$65.14, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 2 to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.86 to \$65.16, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 2 to this Form 4.

(3) By Gary R. Heminger Revocable Trust dated September 25, 2003.

(4) By Gary R. Heminger Irrevocable GRAT dated December 18, 2018.

(5) This option was previously reported as covering 93,571 shares at an exercise price of \$20.19 per share, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 10, 2015.

(6) This option, in the adjusted amount of 187,142, was exercisable as follows: 83,574 shares on June 30, 2011 and 103,568 shares on February 25, 2012. These share amounts reflect the 2-for-1 stock split that occurred on June 10, 2015.

Remarks:

Chairman of the Board and Chief Executive Officer

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.