

Al Khayyal Abdulaziz Fahd
 Form 4
 April 03, 2019

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 *
 Al Khayyal Abdulaziz Fahd

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)
 04/01/2019

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

(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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	04/01/2019		A	644.963 A \$ 0	6,504.779 ⁽¹⁾	D	

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Al Khayyal Abdulaziz Fahd C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840	X				

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Abdulaziz F. Alkhayyal 04/03/2019

**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) Includes 51.996 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

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. ">Dona D. Young 102,774,496 2,857,355 11,330,757

Nicholas DiPaolo, Matthew M. McKenna, Steven Oakland, and Cheryl Nido Turpin, having previously been elected directors of the Company for terms continuing beyond the 2016 Annual Meeting, continue in office as directors.

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Proposal 2. With respect to the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2016 fiscal year, the votes were cast for the proposal as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
115,735,844	1,117,747	109,017	- 0 -

Proposal 3. With respect to the proposal to reapprove the performance goals under the Foot Locker Annual Incentive Compensation Plan, as Amended and Restated, the votes were cast for the proposal as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
102,558,421	2,869,374	204,056	11,330,757

Proposal 4. With respect to the proposal to approve the Foot Locker Long-Term Incentive Compensation Plan, as Amended and Restated, the votes were cast for the proposal as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
103,778,514	1,640,289	213,048	11,330,757

Proposal 5. With respect to the proposal to approve, on an advisory basis, the compensation of the Company's named executive officers, the votes were cast for the proposal as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
96,412,025	8,705,568	514,258	11,330,757

Proposal 6. With respect to the advisory vote regarding frequency of advisory vote on executive compensation, the votes were cast for the proposal as set forth below:

Votes For	Votes for	Votes for	Abstentions	Broker Non-Votes
1 Year	2 Years	3 Years		
96,871,445	109,347	8,492,924	158,135	11,330,757

Item 8.01. Other Events.

On May 18, 2016, the Company issued a press release announcing the following:

At its meeting following the 2016 Annual Meeting, the Board elected Richard A. Johnson, its President and Chief Executive Officer, to the additional position of Chairman of the Board, effective immediately. Mr. Johnson succeeds Nicholas DiPaolo, who served as Non-Executive Chairman of the Board since 2015 and as independent lead director from 2012–15. Mr. DiPaolo will continue to serve as a director until the expiration of his term at the 2017 Annual Meeting.

In conjunction with this transition, the Board also elected Dona D. Young as its independent lead director, effective immediately. Mrs. Young previously spent nearly 30 years with The Phoenix Companies, Inc., retiring in 2009 as Chairman, President, and Chief Executive Officer. She has been a Director of Foot Locker, Inc. since 2001 and has been Chair of the Nominating and Corporate Governance Committee since 2010. Mrs. Young has served on the boards of several other public companies and has extensive corporate governance experience, including with regard to board succession planning, board composition, and executive leadership. She is a faculty member of the National Association of Corporate Directors (“NACD”) Board Advisory Services. She was a 2012 Advanced Leadership Fellow at Harvard University and an NACD Board Leadership Fellow in 2013. Mrs. Young was named to the NACD Directorship 100 for 2015.

A copy of the press release is furnished as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No. Description

99.1 Press Release, dated May 18, 2016, issued by Foot Locker, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOOT LOCKER, INC.

Date:

May 18, By: /s/ Sheilagh M. Clarke
2016

Sheilagh M. Clarke

Name: Senior Vice President,
Title:

General Counsel and Secretary
