

Marathon Petroleum Corp
Form 4
July 01, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARATHON OIL CORP

(Last) (First) (Middle)

5555 SAN FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Marathon Petroleum Corp [MPC]

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

06/30/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	06/30/2011		J(1)	2		D	\$ 0 (1)
Common Stock	06/30/2011		J(1)		356,125,174	A	\$ 0 (1)
Common Stock	06/30/2011		J(2)		356,125,174	D	\$ 0 (2)

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)

Edgar Filing: Marathon Petroleum Corp - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARATHON OIL CORP 5555 SAN FELIPE ROAD HOUSTON, TX 77056	X

Signatures

Sylvia J. Kerrigan, Vice President, General Counsel and
Secretary

07/01/2011

__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).

In connection with the spin off of Marathon Petroleum Corporation by Marathon Oil Corporation and pursuant to the terms and conditions of Section 3.3, The Separation of Article III of the Separation and Distribution Agreement (the "Agreement"), dated May 25, 2011 among Marathon Oil Corporation ("MRO"), Marathon Oil Company ("MOC") and Marathon Petroleum Corporation ("MPC"), and

(1) in consideration of MRO completing the Contribution, as such term is defined in Section 3.3(a) of the Agreement, and causing the MOC Contribution to be completed, MPC was recapitalized, with MRO surrendering all of the then issued and outstanding MPC common stock (2 shares) in exchange for 356,125,174 shares of MPC common stock which equals the number of MPC shares to be distributed by MRO in the Distribution, as such term is defined in Section 4.5(a) of Article IV, The Distribution in the Agreement.

In connection with the spin off of Marathon Petroleum Corporation by Marathon Oil Corporation and pursuant to the terms and conditions of Section 4.5, The Distribution of Article IV of the Agreement, MRO effected the Distribution, as such term is defined in

(2) Section 4.5(a) of the Agreement, on June 30, 2011, and caused to be distributed to each holder of record of MRO common stock as of June 27, 2011, the record date by means of a pro-rata dividend of one share of MPC common stock for every two shares of MRO common stock held of record by such holder as of the record date.

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.