

Peiffer Garry L.
Form 4
July 05, 2011

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

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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 *
Peiffer Garry L.

(Last) (First) (Middle)

C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

(Street)

FINDLAY, OH 45840

(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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP (See Remarks)

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	06/30/2011		A ⁽¹⁾		14,983	A	<u>(1)</u> <u>(2)</u> 14,983
Common Stock	07/01/2011		A		11,849	A	\$ 0 26,832
Common Stock							1,825 ⁽³⁾
						I	By Revocable Trust ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Option (right to buy)	\$ 20.2	06/30/2011		A ⁽¹⁾	19,424	06/30/2011 05/25/2015	Common Stock 19,424
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾	8,090	06/30/2011 06/01/2016	Common Stock 8,090
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾	6,378	06/30/2011 05/30/2017	Common Stock 6,378
Stock Option (right to buy)	\$ 46.08	06/30/2011		A ⁽¹⁾	5,042	06/30/2011 02/27/2018	Common Stock 5,042
Stock Option (right to buy)	\$ 20.19	06/30/2011		A ⁽¹⁾	15,062	06/30/2011 ⁽⁵⁾ 02/25/2019	Common Stock 15,062
Stock Option (right to buy)	\$ 24.73	06/30/2011		A ⁽¹⁾	21,363	06/30/2011 ⁽⁶⁾ 02/24/2020	Common Stock 21,363
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾	42,250	02/23/2012 ⁽⁷⁾ 02/23/2021	Common Stock 42,250
Stock Option	\$ 42.2	07/01/2011		A	34,966	07/01/2012 ⁽⁸⁾ 07/01/2021	Common Stock 34,966

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peiffer Garry L. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840				Executive VP (See Remarks)

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Garry L. Peiffer 07/05/2011

__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).
- (1) Adjusted distribution resulting from the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (2) Amounts reported in this row are estimated as of July 5, 2011 based on preliminary information regarding the Spin-Off; final amounts, if different, will be reported in a subsequent filing.
- (3) These shares were acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (4) By Garry L. Peiffer Revocable Trust.
- (5) 8,336 shares vest on February 25, 2012.
- (6) 17,777 shares vest in annual installments of 8,888 shares on February 24, 2012 and 8,889 shares on February 24, 2013, respectively.
- (7) Vests in annual installments of 14,083 shares on February 23, 2012, 14,083 shares on February 23, 2013 and 14,084 shares on February 23, 2014, respectively.
- (8) Vests in annual installments of 11,655 shares on July 1, 2012, 11,655 shares on July 1, 2013 and 11,656 shares on July 1, 2014, respectively.

Remarks:

Executive Vice President, corporate Planning and Investor & Government Relations

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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