

Rucker Kim K.W.
Form 4
October 03, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rucker Kim K.W.

(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)

10/01/2018

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2018		A	109,090	A	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	109,090 D
Common Stock	10/01/2018		A	409,438	A	\$ 0	109,499.438 D
Common Stock	10/01/2018		F	4,072	D	\$ 82.43 <u>(4)</u>	105,427.438 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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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

Rucker Kim K.W.
C/O MARATHON PETROLEUM CORPORATION
539 S. MAIN STREET
FINDLAY, OH 45840

X

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Kim K.W.
Rucker

10/03/2018

__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).

Received in connection with the merger of Mahi Inc., a wholly owned subsidiary of the Issuer, with and into Andeavor on October 1, 2018, with Andeavor as the surviving entity (the "Merger"). On the effective date of the Merger, the closing price of Issuer common stock was \$82.43 per share.

(1) Includes 61,446 Issuer restricted stock units received upon conversion of 18,902 Andeavor market stock unit awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such market stock unit awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.

(2) Includes 47,644 Issuer restricted stock units received upon conversion of 17,779 Andeavor performance share awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such performance share awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.

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- (4) All reported amounts are estimated as of October 3, 2018 based on preliminary information with respect to the Merger. Final amounts will be reported in a subsequent filing.

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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