

Heminger Gary R
Form 4
July 05, 2011

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 *
Heminger Gary R

(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)
President & CEO

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	(A) or (D)	Price
Common Stock	06/30/2011		A ⁽¹⁾		70,193	A	⁽¹⁾ / ₍₂₎
Common Stock	07/01/2011		A		76,896	A	\$ 0
Common Stock					4,315.543	I	⁽⁴⁾

By 401(k) Plan

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 14.25	06/30/2011		A ⁽¹⁾	37,228	06/30/2011	05/26/2014	Common Stock
Stock Option (right to buy)	\$ 20.2	06/30/2011		A ⁽¹⁾	36,659	06/30/2011	05/25/2015	Common Stock
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾	35,979	06/30/2011	06/01/2016	Common Stock
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾	35,512	06/30/2011	05/30/2017	Common Stock
Stock Option (right to buy)	\$ 46.08	06/30/2011		A ⁽¹⁾	27,589	06/30/2011	02/27/2018	Common Stock
Stock Option (right to buy)	\$ 20.19	06/30/2011		A ⁽¹⁾	93,571	06/30/2011 ⁽⁵⁾	02/25/2019	Common Stock
Stock Option (right to buy)	\$ 24.73	06/30/2011		A ⁽¹⁾	123,170	06/30/2011 ⁽⁶⁾	02/24/2020	Common Stock
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾	118,372	02/23/2012 ⁽⁷⁾	02/23/2021	Common Stock

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		President & CEO	

Signatures

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

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) Includes 62,411 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (4) These shares were acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (5) 51,784 shares vest on February 25, 2012.
- (6) 102,491 shares vest in annual installments of 51,245 shares on February 24, 2012 and 51,246 shares on February 24, 2013, respectively.
- (7) Vests in annual installments of 39,457 shares on February 23, 2012, 39,457 shares on February 23, 2013 and 39,458 shares on February 23, 2014, respectively.

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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