

Kenney Anthony R.
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
Kenney Anthony 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
X Officer (give title below) ___ Other (specify below)

President, Speedway LLC

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/30/2011		A ⁽¹⁾		13,567	A	<u>(1)</u> <u>(2)</u>
Common Stock					28,050		⁽³⁾
Common Stock					3,120.067	I	⁽⁴⁾ By 401(k) Plan
Common Stock					2,924.956	I	⁽⁴⁾ By Wife's 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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 20.2	06/30/2011		A ⁽¹⁾	12,949	06/30/2011 05/25/2015	Common Stock	12,949
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾	7,614	06/30/2011 06/01/2016	Common Stock	7,614
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾	5,998	06/30/2011 05/30/2017	Common Stock	5,998
Stock Option (right to buy)	\$ 46.08	06/30/2011		A ⁽¹⁾	4,756	06/30/2011 02/27/2018	Common Stock	4,756
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⁾	23,727	06/30/2011 ⁽⁶⁾ 02/24/2020	Common Stock	23,727
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾	29,621	02/23/2012 ⁽⁷⁾ 02/23/2021	Common Stock	29,621

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kenney Anthony R. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			President, Speedway LLC	

Signatures

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

Kenney

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 14,483 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) 8,336 shares vest on February 25, 2012.
- (6) 19,744 shares vest in annual installments of 9,872 shares on February 24, 2012 and 9,872 shares on February 24, 2013, respectively.
- (7) Vests in annual installments of 9,873 shares on February 23, 2012, 9,874 shares on February 23, 2013 and 9,874 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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