

ROHR JAMES E
Form 4
October 03, 2018

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 *
ROHR JAMES E

(Last) (First) (Middle)

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

2. Issuer Name and Ticker or Trading Symbol
Marathon Petroleum Corp [MPC]

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

FINDLAY, OH 45840

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

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)
Common Stock	10/01/2018		A	V Amount \$ 0	16,462.023 (1)	D	
Common Stock					15,000	I	By Revocable Trust (2)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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

ROHR JAMES E
C/O MARATHON PETROLEUM CORPORATION
539 S. MAIN STREET
FINDLAY, OH 45840

X

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for James E. Rohr

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).

(1) Includes 89,084 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11.

(2) James E. Rohr Revocable Trust dated August 25, 2008.

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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Registered investment companies are stated at fair value, based on their published net asset value. These registered investment companies are publicly traded and are considered to have readily determinable fair values. Common and collective trusts are not publicly traded and do not have readily determinable fair values. Accordingly, common and collective trusts are valued at their net asset value per unit based on the value of the underlying investments. Investments in common and collective trusts can generally be redeemed without restriction; however, in certain cases, redemption or purchase may be limited to prevent excess and/or short-term trading. Con-way Common Stock is stated at fair value based on the quoted market price. Due to the lack of quoted market prices, Con-way Preferred Stock was valued with an income approach that utilized a discounted cash flow model. The assumptions

used in preparing the discounted cash flow model included estimates with respect to the amount and timing of future dividend payments, the probability of redemption and the rate of return required by investors.

The notes payable of \$22,700,000 at December 31, 2008 in the accompanying financial statements are stated at their carrying value. The fair value of the notes payable as of December 31, 2008 was approximately \$23,000,000. Fair value was estimated based on the expected future payments discounted at market rates.

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CON-WAY RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

The following table summarizes the changes in fair values of investments measured using Level 3 inputs:

	Con-way Preferred Stock
Balance at December 31, 2008	\$ 85,737,288
Net losses included in the statement of changes in net assets available for benefits	(6,596,428)
Purchases, sales, issuances and settlements, net	(79,140,860)
Balance at December 31, 2009	\$ —

(5) Investments

The following investments represent 5% or more of the Plan's net assets.

	2009	December 31, 2008
Shares in registered investment companies:		
T. Rowe Price Growth Stock Fund, 4,039,023 and 4,026,179 shares, respectively	\$ 111,113,537	\$ 77,463,691
T. Rowe Price Equity Income Fund, 3,909,244 and 3,909,040 shares, respectively	82,055,027	66,766,409
T. Rowe Price Science and Technology Fund, 3,249,242 and 3,239,409 shares, respectively	71,873,239	42,695,416
Allianz Global PIMCO Total Return Fund, 5,183,281 and 4,388,972 shares, respectively	55,979,436	44,504,176
Common trust funds:		
T. Rowe Price U.S. Treasury Money Market Trust, 144,321,017 and 143,991,330 shares, respectively	144,321,017	143,991,330
Con-way equity:		
Con-way Common Stock, 6,045,182 and 3,290,963 shares, respectively	211,037,303	87,539,604
Matching Con-way Preferred Stock, zero and 425,445 shares, respectively	—	70,113,360

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Explanation of Responses:

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Shares in registered investment companies	\$157,528,768
Common trust funds	15,631,583
Con-way Common Stock	39,288,555
Con-way Preferred Stock	(6,596,428)
	\$205,852,478

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CON-WAY RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

In May 1989, the Plan purchased 986,259 shares of Preferred Stock for \$150,009,863 using proceeds from the debt described in note 6, Notes Payable. The Preferred Stock could only be issued to and held by the Plan Trustee. The shares were held by the Trustee and allocated to participant accounts. Upon allocation, the shares were first used to pay the Preferred Stock cash dividend on shares previously allocated to the participant accounts with the remainder used to satisfy a portion of Con-way's Matching contribution requirement. In connection with a participant's account distribution, the Preferred Stock was converted into Common Stock at a rate generally equal to that number of shares of Common Stock that could be purchased for \$152.10, but not less than the minimum conversion rate of 4.708 shares of Common Stock for each share of Preferred Stock.

At December 31, 2008, outstanding Preferred Stock of 523,911 shares consisted of 455,305 allocated shares and 68,606 unallocated shares. Allocated shares at December 31, 2008 included 451,644 shares allocated to RSP participant accounts and 3,661 shares allocated to Con-way 401(k) Plan participant accounts. Unallocated shares at December 31, 2008 were pledged as collateral against the Plan Notes, as described below. Preferred Stock of 26,199 was allocated to participant accounts after December 31, 2008, but related to participant activity for the years ended December 31, 2008. Accordingly, the fair value of this Preferred Stock is accrued as Due from (Due to) the Con-way Preferred Stock Fund – Unallocated (Con-way Preferred Stock Fund – Allocated) to reflect the accrued allocation between funds.

In May 2009, Con-way exercised its right to redeem all shares of its Preferred Stock that were outstanding on June 30, 2009. Each share of Preferred Stock was converted into Common Stock at a rate equal to the number of shares of Common Stock that could be purchased for \$152.10. Con-way paid the redemption price solely in shares of Common Stock. Accordingly, 2,186,094 shares of Common Stock were issued to the Plan to convert \$74,445,193 or 489,449 shares of outstanding Preferred Stock. Also, on the redemption date, 92,920 shares of Common Stock were used to pay to the Plan the then-accrued \$3,164,288 cash dividend on Preferred Stock.

(6) Notes Payable

In July 1989, the Plan completed the sale of \$150,000,000 in aggregate principal amount of notes (the Plan Notes) to a group of institutional investors. The proceeds from the sale of the Plan Notes were used to repay a \$150,000,000 bridge loan from Con-way to the Plan that had financed the purchase of the Preferred Stock. Con-way guaranteed the Plan Notes.

As of December 31, 2008, there was \$22,700,000 aggregate principal amount of Series B Plan Notes outstanding, bearing interest at an annual rate of 8.54% and payable semiannually on January 1 and July 1. The Plan repaid the remaining balance outstanding at maturity in January 2009.

CON-WAY RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(7) Income Tax Status

The Internal Revenue Service has determined and informed Con-way by a letter dated August 20, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, Con-way believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, Con-way believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date. In 2009, the Plan applied for a new determination letter in accordance with IRS requirements. The IRS has acknowledged receipt of the Plan's application. To date, the Plan has not received any comments from the IRS on its application.

(8) Related-Party Transactions

Certain Plan investments are shares in registered investment companies and common trust funds managed by T. Rowe Price, the Plan trustee, as defined. Therefore, these investments and investment transactions qualify as party-in-interest transactions.

(9) Reconciliation to Form 5500

The following is a reconciliation of net assets available for plan benefits.

	December 31	
	2009	2008
Net assets available for benefits – financial statements	\$ 1,169,815,072	\$ 885,988,168
Net assets held in 401(h) account included as assets in Form 5500:		
Shares in registered investment companies	38,271,927	34,524,892
Net assets available for benefits – Form 5500	\$ 1,208,086,999	\$ 920,513,060

The assets in the 401(h) account included in Form 5500 are not available to pay 401(k) benefits and can be used only to pay retiree health benefits.

The following are reconciliations of certain changes in net assets available for plan benefits:

Financial statements	Retiree health savings account (401(h) account)	Form 5500
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Year ended December 31, 2009:

Net appreciation in fair value of

investments	\$ 205,852,478	\$ 4,713,622	\$ 210,566,100
Distributions to participants	(73,311,223)	(966,587)	(74,277,810)

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Schedule I

CON-WAY RETIREMENT SAVINGS PLAN

EIN 94-1444798

Plan No. 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrower, lessor, similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Shares in registered investment companies:		
* T. Rowe Price	Growth Stock Fund (4,039,023.447 shares)	\$79,754,465	\$111,113,537
* T. Rowe Price	Equity Income Fund (3,909,243.770 shares)	67,077,056	82,055,027
* T. Rowe Price	Science and Technology Fund (3,249,242.265 shares)	45,760,067	71,873,239
Dodge & Cox	Dodge and Cox International Stock Fund (1,600,285.879 shares)	37,028,108	50,969,105
Allianz Global Investors	PIMCO Total Return Fund (5,183,281.093 shares)	53,332,700	55,979,436
* T. Rowe Price	Small-Cap Stock Fund (1,149,241.405 shares)	23,214,200	30,960,563
* T. Rowe Price	Retirement Income Fund (377,224.906 shares)	4,011,382	4,605,916
* T. Rowe Price	Retirement 2005 Fund (234,480.486 shares)	2,100,115	2,447,976
* T. Rowe Price	Retirement 2010 Fund (1,342,974.449 shares)	15,498,797	18,734,493
* T. Rowe Price	Retirement 2015 Fund (3,082,843.539 shares)	26,443,302	32,893,941
* T. Rowe Price	Retirement 2020 Fund (3,544,092.238 shares)	40,876,864	51,743,747
* T. Rowe Price	Retirement 2025 Fund (3,517,243.772 shares)	29,046,047	37,317,956
* T. Rowe Price	Retirement 2030 Fund (2,471,311.266 shares)	29,080,045	37,366,226
* T. Rowe Price	Retirement 2035 Fund (1,697,459.969 shares)	14,060,294	18,077,949
* T. Rowe Price	Retirement 2040 Fund (1,057,694.520 shares)	12,412,026	16,024,072
* T. Rowe Price	Retirement 2045 Fund (1,033,470.894 shares)	8,074,314	10,438,056

Explanation of Responses:

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*	T. Rowe Price	Retirement 2050 Fund (364,995.492 shares)	2,427,241	3,095,162
*	T. Rowe Price	Retirement 2055 Fund (134,114.524 shares)	905,412	1,123,880
		Common trust funds:		
*	T. Rowe Price	Equity Index Trust Class C (2,635,697.056 shares)	23,768,003	30,284,159
*	T. Rowe Price	Bond Index Trust (725,204.365 shares)	19,167,605	20,458,015
*	T. Rowe Price	U.S. Treasury Money Market Trust (144,321,016.860 shares)	144,321,017	144,321,017
*	T. Rowe Price	Retirement Strategy Trust-Balanced (1,658,471.764 shares)	39,655,526	47,200,106
		Common Stock:		
*	Con-way Inc.	Con-way Common Stock (6,045,181.993 shares)	182,341,981	211,037,303
		Participant loans:		
*	Plan participants	Participant loans with interest from 4.25% to 10.50% and maturity dates through 2014	—	70,171,408
				1,160,292,289
		Investments held in 401(h) account:		
	Allianz Global Investors	PIMCO Total Return Fund (3,543,696.937 shares)	36,030,790	38,271,927
				\$1,198,564,216
*	Represents a party-in-interest as of December 31, 2009.			
	Note: Cost is calculated using the current value rolling-average cost method.			
	See accompanying report of independent registered public accounting firm.			

