

Brooks Raymond L  
Form 4  
November 20, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brooks Raymond 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)

11/16/2017

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)

Sr. VP, Refining

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)
Common Stock	11/16/2017		M	8,240	A \$ 21.72	32,205	D
Common Stock	11/16/2017		S	8,240	D \$ 62.29 (1)	23,965	D
Common Stock	11/16/2017		M	4,760	A \$ 17.2	28,725	D
Common Stock	11/16/2017		S	4,760	D \$ 62.22 (2)	23,965	D

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Common Stock 14,804.163 <sup>(3)</sup> I 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)

**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 (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)	\$ 17.2	11/16/2017		M	4,760	12/05/2012 <sup>(4)</sup> 12/05/2021	Common Stock 4,760
Stock Option (right to buy)	\$ 21.72	11/16/2017		M	8,240	04/02/2013 <sup>(5)</sup> 04/02/2022	Common Stock 8,240

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Brooks Raymond L  
C/O MARATHON PETROLEUM CORPORATION  
539 S. MAIN STREET  
FINDLAY, OH 45840

Sr. VP, Refining

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Raymond L. Brooks

11/20/2017

                    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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.23 to \$62.35, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.16 to \$62.27, inclusive. The reporting person undertakes to provide to Marathon Petroleum Corporation, any security holder of Marathon Petroleum Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(3) Includes 206,935 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11. Also reflects the deduction of an administrative fee in the amount of .039 shares.

(4) This option, in the amount of 4,760, is exercisable as follows: 2,380 shares on December 5, 2013 and 2,380 shares on December 5, 2014.

(5) This option, in the amount of 8,240, is exercisable as follows: 4,120 shares on April 2, 2014 and 4,120 shares on April 2, 2015.

### Remarks:

Senior Vice President, Refining

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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