

Marathon Petroleum Corp
Form 3
October 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Marathon Petroleum Corp		(Month/Day/Year)	ANDEAVOR LOGISTICS LP [ANDX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
539 SOUTH MAIN STREET			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
FINDLAY, Â OH Â 45840			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units (Limited Partner Interests)	156,173,128 ⁽¹⁾ ₍₂₎	I	See Footnotes (1)(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marathon Petroleum Corp 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
ANDEAVOR 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
Western Refining, Inc. 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
Giant Industries, Inc. 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
Western Refining Southwest, Inc. 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
TESORO REFINING & MARKETING Co LLC 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
Tesoro Alaska Pipeline Co LLC 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â
Tesoro Logistics GP, LLC 539 SOUTH MAIN STREET FINDLAY, OH 45840	Â X	Â X	Â	Â

Signatures

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer, Marathon Petroleum Corporation	10/03/2018
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President and Secretary, Andeavor LLC	10/03/2018
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President and Secretary, Western Refining, Inc.	10/03/2018
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President and Secretary, Giant Industries, Inc.	10/03/2018
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President and Secretary, Western Refining Southwest, Inc.	10/03/2018

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<u>Signature of Reporting Person</u>	Date
/s/ Molly R. Benson, Vice President and Secretary, Tesoro Refining & Marketing Company LLC	10/03/2018
<u>Signature of Reporting Person</u>	Date
/s/ Molly R. Benson, Vice President and Secretary, Tesoro Alaska Company LLC	10/03/2018
<u>Signature of Reporting Person</u>	Date
/s/ Molly R. Benson, Vice President, Chief Securities, Governance & Compliance Officer and Corporate Secretary, Tesoro Logistics GP, LLC	10/03/2018
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is submitted jointly by Marathon Petroleum Corporation ("MPC"), Andeavor LLC (as successor by merger to Andeavor), Western Refining, Inc. ("WRI"), Giant Industries, Inc. ("GII"), Western Refining Southwest, Inc. ("WRSI"), Tesoro Refining & Marketing Company LLC ("TRMC"), Tesoro Alaska Company LLC ("TAC"), and Tesoro Logistics GP, LLC ("TLGP"). Andeavor LLC is a wholly owned subsidiary of MPC. WRI is a wholly owned subsidiary of Andeavor LLC. GII is a wholly owned subsidiary of WRI. WRSI is a wholly owned subsidiary of GII. TRMC and TAC are wholly owned subsidiaries of WRSI. All of the membership interests in TLGP are held by TRMC, TAC, and WRSI. Accordingly, Andeavor LLC, WRI, GII, WRSI, TRMC, TAC and TLGP are all direct or indirect wholly owned subsidiaries of MPC.

(2) The Common Units are held by TLGP (88,624,852) and WRSI (67,548,276). Pursuant to the terms of the Agreement and Plan of Merger, dated as of April 29, 2018 (as amended, the "Merger Agreement"), by and among MPC, Andeavor, Mahi Inc. and Mahi LLC (n/k/a Andeavor LLC), Andeavor merged with and into Mahi Inc., with Andeavor surviving, and immediately following, Andeavor merged with and into Mahi LLC (n/k/a Andeavor LLC), with Mahi LLC (n/k/a Andeavor LLC) surviving the merger as a wholly owned subsidiary of MPC. MPC, Andeavor LLC, WRI, GII, TRMC and TAC each disclaims beneficial ownership of the Common Units of the Issuer except to the extent of its pecuniary interest therein. TLGP also owns the noneconomic general partner interest in the Issuer. MPC, Andeavor LLC, WRI, GII, WRSI, TRMC and TAC may be deemed to be the indirect beneficial owners of the noneconomic general partner interest in the Issuer, but each disclaims beneficial ownership except to the extent of its pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.