

Heminger Gary R.
Form 4
December 26, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 MPLX LP, 200 E. HARDIN STREET
(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MPLX LP [MPLX]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2018

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)
Chairman, 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Units (Limited Partner Interests) | 12/20/2018 | | A | | 5,265 A \$ 31.255 | 105,984 (1) | D |
| Common Units (Limited Partner Interests) | 12/20/2018 | | F | | 3,167 D \$ 31.255 | 102,817 | D |
| Common Units | | | | | | 26,750 | I By Revocable |

| | | | |
|--|--|---|--|
| (Limited Partner Interests) | | | Trust ⁽²⁾ |
| Common Units (Limited Partner Interests) | 1,576.612 ⁽³⁾ <u>(4)</u> | I | As UTMA custodian for minor grandchild 1 |
| Common Units (Limited Partner Interests) | 1,576.612 ⁽³⁾ <u>(4)</u> | I | As UTMA custodian for minor grandchild 2 |
| Common Units (Limited Partner Interests) | 1,576.612 ⁽³⁾ <u>(4)</u> | I | As UTMA custodian for minor grandchild 3 |
| Common Units (Limited Partner Interests) | 1,576.612 ⁽³⁾ <u>(4)</u> | I | As UTMA custodian for minor grandchild 4 |
| Common Units (Limited Partner Interests) | 1,576.612 ⁽³⁾ <u>(4)</u> | I | As UTMA custodian for minor grandchild 5 |
| Common Units (Limited Partner Interests) | 1,500 ⁽³⁾ ⁽⁴⁾ | I | As UTMA custodian for minor grandchild 6 |
| Common Units (Limited Partner Interests) | 95,780 ⁽⁵⁾ <u>(6)</u> | I | By GRAT ⁽⁶⁾ |

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)

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| 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heminger Gary R. C/O MPLX LP 200 E. HARDIN STREET FINDLAY, OH 45840 | X | | Chairman, CEO | |

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Gary R. Heminger 12/26/2018

**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) Adjusted to reflect the fact the tax withholding reported on the Form 4 filed on October 3, 2018 did not occur and adjusted per footnote five below.
- (2) By Gary R. Heminger Revocable Trust.
- (3) The reporting person disclaims beneficial ownership of these units, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The units are held in UTMA accounts for the benefit of Mr. Heminger's minor grandchildren. Mr. Heminger is the custodian and maintains investment control over the accounts.
- (5) On December 21, 2018 the Reporting Person contributed 95,780 units to a grantor retained annuity trust ("GRAT") for the benefit of himself and his two adult children. These trust holdings consist of those units, which were previously reported as directly owned on prior Forms 4.
- (6) By Gary R. Heminger Irrevocable GRAT.

Remarks:

The Reporting Person is the Chairman of the Board of Directors and the Chief Executive Officer of MPLX GP LLC, the general partner of MPLX LP. 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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