

Goff Gregory James
Form 4
December 20, 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 *
Goff Gregory James

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MARATHON PETROLEUM CORPORATION, 539 S. MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec Vice Chairman

(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

(City) (State) (Zip)

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 or Price				
Common Stock	10/09/2018		P	4	A \$ 83.42	38,875	I	By 2008 Investment Trust	
Common Stock	10/12/2018		P	136	A \$ 79.39	1,626,374	D		
Common Stock	12/18/2018		G	V	65,000 (1)	D \$ 0	1,561,376.559 (2)	D	
Common Stock	12/18/2018		F		8,087	D \$ 58.96	1,553,289.559	D	
							1,026.976 (3)	I	By 401(k)

Edgar Filing: Goff Gregory James - Form 4

Includes 7.747 shares acquired pursuant to dividend reinvestment and not previously reported pursuant to Rule 16a-11 and an additional 2.229 shares acquired upon the conversion of the insider's Andeavor 401(k) plan holdings in the merger of the Issuer's wholly-owned subsidiary and Andeavor, effective October 1, 2018, which were previously estimated at 1,017 shares in the Form 4 filed on 10/3/2018.

Remarks:

Executive Vice Chairman

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.