

Palmer C. Michael
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Palmer C. Michael

(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)

06/30/2011

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, Supply Distrib. & Plan

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price ⁽¹⁾ / ₍₂₎			
Common Stock	06/30/2011		A ⁽¹⁾	7,642 A	7,642	D	
Common Stock	07/01/2011		A	4,740 A \$ 0	13,440.21 ⁽³⁾	D	
Common Stock					3,583.978 ⁽⁴⁾	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)

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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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Stock Appreciation Right	\$ 14.25	06/30/2011		A ⁽¹⁾	2,570	06/30/2011	05/26/2014			Common Stock	2
Stock Option (right to buy)	\$ 21.9	06/30/2011		A ⁽¹⁾	3,046	06/30/2011	06/10/2015			Common Stock	3
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾	4,759	06/30/2011	06/01/2016			Common Stock	4
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾	4,284	06/30/2011	05/30/2017			Common Stock	4
Stock Option (right to buy)	\$ 43.38	06/30/2011		A ⁽¹⁾	5,725	06/30/2011	05/28/2018			Common Stock	5
Stock Option (right to buy)	\$ 24.79	06/30/2011		A ⁽¹⁾	15,634	06/30/2011 ⁽⁵⁾	05/27/2019			Common Stock	15
Stock Option (right to buy)	\$ 25.74	06/30/2011		A ⁽¹⁾	20,787	06/30/2011 ⁽⁶⁾	05/26/2020			Common Stock	20
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾	25,373	02/23/2012 ⁽⁷⁾	02/23/2021			Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palmer C. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			Sr. VP, Supply Distrib. & Plan	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for C. Michael
Palmer

07/05/2011

__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 distribution resulting from the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (2) Amounts reported in this row are estimated as of July 5, 2011 based on preliminary information regarding the Spin-Off; final amounts, if different, will be reported in a subsequent filing.
- (3) Includes 1,058,210 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (4) These shares were acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the Spin-Off.
- (5) 8,653 shares vest on May 27, 2012.
- (6) 17,297 shares vest in annual installments of 8,648 shares on February 24, 2012 and 8,649 shares on February 24, 2013, respectively.
- (7) Vests in annual installments of 8,457 shares on February 23, 2012, 8,458 shares on February 23, 2013 and 8,458 shares on February 23, 2014, respectively.

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.