

MPLX LP
Form 4
December 08, 2015

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 *
Marathon Petroleum Corp

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
539 S. MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2015

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

FINDLAY, OH 45840
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Class A Units | 12/04/2015 | | A | | 28,554,313 | I | See Footnotes (1) (2) (3) (4) (5) |
| | | | | | (1) (2) (3) (4) (5) | | |
| | | | | | 28,554,313 | | |

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Marathon Petroleum Corp 539 S. MAIN STREET FINDLAY, OH 45840 | X | X | | |
| MPC Investment LLC 539 S. MAIN STREET FINDLAY, OH 45840 | X | X | | |
| MPLX GP LLC 200 E. HARDIN STREET FINDLAY, OH 45840 | X | | | |
| MPLX Logistics Holdings LLC 200 E. HARDIN STREET FINDLAY, OH 45840 | | | X | |

Signatures

| | |
|--|------------|
| /s/ J. Michael Wilder, Vice President, General Counsel and Secretary, Marathon Petroleum Corporation | 12/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ J. Michael Wilder, Vice President, General Counsel and Secretary, MPC Investment LLC | 12/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Molly R. Benson, Assistant Secretary, MPLX GP LLC | 12/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Molly R. Benson, Assistant Secretary, MPLX Logistics Holdings LLC | 12/08/2015 |
| __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) This Form 4 is filed jointly by Marathon Petroleum Corporation ("MPC"), MPC Investment LLC ("MPC Investment"), MPLX GP LLC (the "General Partner"), and MPLX Logistics Holdings LLC ("MPLX Logistics Holdings"), with respect to the Issuer's Class A units.
 - (2) MarkWest Hydrocarbon, Inc., an indirect wholly-owned subsidiary of the Issuer, owns all of the Issuer's Class A units.

The General Partner directly owns 6,800,475 general partner units, representing its 2% general partner interest in the Issuer and MPLX Logistics Holdings LLC beneficially owns 56,932,134 common units representing limited partnership interests in the Issuer. MPC Investment, a direct wholly-owned subsidiary of MPC, owns all of the membership interests in both the General Partner and MPLX Logistics Holdings. Accordingly, the General Partner and MPLX Logistics Holdings are both indirect wholly-owned subsidiaries of MPC.
 - (3) MPC Investment owns all of the membership interests in both the General Partner and MPLX Logistics Holdings, and MPC owns all of the membership interest in MPC Investment. Accordingly, MPC, MPC Investment, the General Partner and MPLX Logistics Holdings may be deemed to indirectly beneficially own the securities of the Issuer directly held by MarkWest Hydrocarbon, Inc., but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

Received in exchange for 22,640,000 MarkWest Energy Partners, L.P. ("MarkWest") Class A units in connection with the merger of Sapphire Holdco LLC, a wholly-owned subsidiary of the Issuer, with and into MarkWest on December 4, 2015, with MarkWest as the surviving entity (the "Merger"). The MarkWest Class A units outstanding immediately prior to the effective time of the Merger were converted into the specified number of Issuer Class A units having substantially similar rights and obligations that the MarkWest Class A units had immediately prior to the effective time.
 - (5)

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.