

Nichols Rodney P.
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
Nichols Rodney P.

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)
06/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, HR & Admin. Services

(Street)

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

FINDLAY, OH 45840

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price (1) (2)			
Common Stock	06/30/2011		A ⁽¹⁾	9,675 A	9,675	D	
Common Stock	07/01/2011		A	4,740 A \$ 0	16,582 ⁽³⁾	D	
Common Stock					3,513.088 ⁽⁴⁾	I	By 401(k) Plan
Common Stock					2,194 ⁽⁴⁾	I	By Wife's Revocable Trust ⁽⁵⁾
					8,463 ⁽⁴⁾	I	

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Common
Stock

By
Revocable
Trust ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	Amount or Number of
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Appreciation Right	\$ 14.25	06/30/2011		A ⁽¹⁾	20,566	06/30/2011 05/26/2014	Common Stock	20
Stock Option (right to buy)	\$ 11.92	06/30/2011		A ⁽¹⁾	3,903	06/30/2011 05/28/2012	Common Stock	3
Stock Option (right to buy)	\$ 20.2	06/30/2011		A ⁽¹⁾	9,712	06/30/2011 05/25/2015	Common Stock	9
Stock Option (right to buy)	\$ 32.06	06/30/2011		A ⁽¹⁾	4,949	06/30/2011 06/01/2016	Common Stock	4
Stock Option (right to buy)	\$ 51.75	06/30/2011		A ⁽¹⁾	3,903	06/30/2011 05/30/2017	Common Stock	3
Stock Option (right to buy)	\$ 46.08	06/30/2011		A ⁽¹⁾	3,187	06/30/2011 02/27/2018	Common Stock	3
Stock Option (right to buy)	\$ 20.19	06/30/2011		A ⁽¹⁾	11,722	06/30/2011 ⁽⁷⁾ 02/25/2019	Common Stock	1
Stock Option (right to buy)	\$ 24.73	06/30/2011		A ⁽¹⁾	16,542	06/30/2011 ⁽⁸⁾ 02/24/2020	Common Stock	16
Stock Option (right to buy)	\$ 41.69	06/30/2011		A ⁽¹⁾	19,000	02/23/2012 ⁽⁹⁾ 02/23/2021	Common Stock	19

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nichols Rodney P. C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			VP, HR & Admin. Services	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Rodney P. Nichols

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 2,167 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) By Barb Nichols Revocable Trust Agreement (wife).
- (6) By Rodney P. Nichols Revocable Trust Agreement.
- (7) 6,487 shares vest on February 25, 2012.
- (8) 13,765 shares vest in annual installments of 6,882 shares on February 24, 2012 and 6,883 shares on February 24, 2013, respectively.
- (9) Vests in annual installments of 6,332 shares on February 23, 2012, 6,334 shares on February 23, 2013 and 6,334 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.