Wilder J. Michael
Form 4
July 05, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilder J. 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
__X__ Officer (give title below) _____ Other (specify below)
VP, General Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Stock	06/30/2011		A (1)		11,653	A	(1) (2)	11,653	D	
Common Stock	07/01/2011		A		4,740	A	$ 0	19,436 (3)	D	
Common Stock								7,386 (4)	I	By Revocable Trust (5)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 20.2	06/30/2011		A[(1)]		13,997		06/30/2011	05/25/2015	Common Stock	13,997
Stock Option (right to buy)	$ 32.06	06/30/2011		A[(1)]		5,806		06/30/2011	06/01/2016	Common Stock	5,806
Stock Option (right to buy)	$ 51.75	06/30/2011		A[(1)]		4,284		06/30/2011	05/30/2017	Common Stock	4,284
Stock Option (right to buy)	$ 46.08	06/30/2011		A[(1)]		3,472		06/30/2011	02/27/2018	Common Stock	3,472
Stock Option (right to buy)	$ 20.19	06/30/2011		A[(1)]		12,504		06/30/2011[(6)]	02/25/2019	Common Stock	12,504
Stock Option (right to buy)	$ 24.73	06/30/2011		A[(1)]		20,134		06/30/2011[(7)]	02/24/2020	Common Stock	20,134
Stock Option (right to buy)	$ 41.69	06/30/2011		A[(1)]		17,938		02/23/2012[(8)]	02/23/2021	Common Stock	17,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilder J. Michael C/O MARATHON PETROLEUM CORPORATION 539 S. MAIN STREET FINDLAY, OH 45840			VP, General Counsel & Sec	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for J. Michael Wilder	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 3,043 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 J. Michael Wilder Revocable Trust Agreement, pursuant to which the reporting person is the settlor, co-trustee with his spouse.
- **(6)** 6,920 shares vest on February 25, 2012.
- **(7)** 16,754 shares vest in annual installments of 8,377 shares on February 24, 2012 and 8,377 shares on February 24, 2013, respectively.
- **(8)** Vests in annual installments of 5,978 shares on February 23, 2012, 5,980 shares on February 23, 2013 and 5,980 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.
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