

Palmer C. Michael
Form 4/A
July 20, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
07/05/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, Supply Distrib. & Plan

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)
Common Stock				(A) or (D)	8,700.21 ⁽¹⁾ <u>(2)</u>	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 25.74	06/30/2011		A	20,787	06/30/2011 ⁽³⁾ 05/26/2020	Common Stock 20,787

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 07/20/2011

__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) The original Form 4 included a grant of 4,740 shares on July 1, 2011 in the context of the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off"). This amendment reflects a corrected total in column 5.
- (2) Includes 1,058,210 shares acquired in a pro-rata distribution of Issuer shares from Marathon Oil Corporation in connection with the spin-off of Issuer from Marathon Oil Corporation on June 30, 2011 (the "Spin-Off").
- (3) 17,297 shares vest in annual installments of 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013. This footnote has been amended to reflect the appropriate vesting schedule.
- (4) Adjusted distribution resulting from the Spin-Off.
- (5) Amounts reported in this row were 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.

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.