

MPC Investment LLC
 Form 4
 February 05, 2018

FORM 4

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

OMB APPROVAL

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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)
 02/01/2018

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units (Limited Partner Interests) | 02/01/2018 | | A | | 386,611,111 (1) (2) (3) | A | (2) (3) |
| | | | | | 504,701,934 | I | |

See Footnotes (1) (2) (3)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | X | | |
| MPLX Logistics Holdings LLC 200 E. HARDIN STREET FINDLAY, OH 45840 | X | X | | |
| MPLX Holdings Inc. 539 S. MAIN ST. FINDLAY, OH 45840 | X | | | |

Signatures

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer,
Marathon Petroleum Corporation 02/05/2018

__Signature of Reporting Person Date

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer,
MPC Investment LLC 02/05/2018

__Signature of Reporting Person Date

02/05/2018

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/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer,
MPLX GP LLC

__Signature of Reporting Person

Date

/s/ Molly R. Benson, Assistant Secretary, MPLX Logistics Holdings LLC

02/05/2018

__Signature of Reporting Person

Date

/s/ Molly R. Benson, Director and Secretary, MPLX Holdings Inc.

02/05/2018

__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 ("MPCI"), MPLX GP LLC (the "GP"), MPLX Logistics Holdings LLC ("Logistics") and MPLX Holdings Inc. ("Holdings"). MPCI, a direct wholly owned subsidiary of MPC, owns all of the membership interests in both the GP and Logistics and all the shares of stock of Holdings. Accordingly, the GP, Logistics and Holdings are all indirect wholly owned subsidiaries of MPC.

(2) Pursuant to the Membership Interests Contribution Agreement dated November 13, 2017 among the Issuer, Logistics, Holdings, the GP and MPCI, on 2/1/2018, MPCI contributed: the membership interests in MPLX Refining Logistics LLC, which owns all of the membership interests in each of Canton Refining Logistics LLC, Catlettsburg Refining Logistics LLC, Detroit Refining Logistics LLC, Galveston Bay Refining Logistics LLC, Garyville Refining Logistics LLC and Robinson Refining Logistics LLC; and all of the membership interests in MPLX Fuels Distribution LLC, to the Issuer for \$4.1 billion in cash consideration and equity consideration, consisting of (i) 85,610,278 common units issued to the GP, (ii) 18,176,666 common units issued to Logistics, (iii) 7,824,167 common units issued to Holdings and (iv) 2,277,778 general partner units issued to the GP.

(3) Pursuant to the Partnership Interests Restructuring Agreement dated December 15, 2017, between the Issuer and the GP, on 2/1/2018, the GP converted its 10,586,691 general partner units, representing its 2% general partner interest in the Issuer, into a non-economic general partner interest in the Issuer and the GP's general partner units and incentive distribution rights were cancelled and redeemed, in exchange for 275,000,000 newly issued common units issued to the GP.

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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