

Rucker Kim K.W.  
Form 4  
October 03, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Rucker Kim K.W.

(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)  
10/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price (1) (2) (3) (4)                                 |
| Common Stock                    | 10/01/2018                           |  | A                              |   | 109,090   | A  | 109,090   |
| Common Stock                    | 10/01/2018                           |  | A                              |   | 409,438   | A  | \$ 0 109,499.438                                      |
| Common Stock                    | 10/01/2018                           |  | F                              |   | 4,072   | D  | \$ 82.43 105,427.438 (4)                              |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Rucker Kim K.W.<br>C/O MARATHON PETROLEUM CORPORATION<br>539 S. MAIN STREET<br>FINDLAY, OH 45840 | X             |           |         |       |

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Kim K.W.  
Rucker

10/03/2018

\*\*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) Received in connection with the merger of Mahi Inc., a wholly owned subsidiary of the Issuer, with and into Andeavor on October 1, 2018, with Andeavor as the surviving entity (the "Merger"). On the effective date of the Merger, the closing price of Issuer common stock was \$82.43 per share.
- (2) Includes 61,446 Issuer restricted stock units received upon conversion of 18,902 Andeavor market stock unit awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such market stock unit awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.
- (3) Includes 47,644 Issuer restricted stock units received upon conversion of 17,779 Andeavor performance share awards. The Andeavor awards were converted in the Merger based on the number of shares of Andeavor common stock that would have been issued pursuant to such performance share awards based on actual performance through the Merger multiplied by 1.87 and rounded down to the nearest whole number.

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- (4) All reported amounts are estimated as of October 3, 2018 based on preliminary information with respect to the Merger. Final amounts 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.