

Marathon Petroleum Corp  
Form 8-K  
January 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 18, 2012

**Marathon Petroleum Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction*  
  
*of Incorporation)*

**001-35054**  
*(Commission*  
  
*File Number)*

**27-1284632**  
*(IRS Employer*  
  
*Identification Number)*

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**539 South Main Street**

**Findlay, Ohio**

*(Address of Principal Executive Offices)*

**Registrant's telephone number, including area code: (419) 422-2121**

**45840-3229**

*(Zip Code)*

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective January 18, 2012 the Board of Directors of Marathon Petroleum Corporation (the Company ) approved an amendment to the Company s Amended and Restated Bylaws to establish February 10, 2012 as the date by which a stockholder nomination for director must be received from any stockholder who timely requested the form of certain director nominating documents pursuant to the prescribed timeliness provisions within the Amended and Restated Bylaws. The foregoing is a summary of the amendment to the Amended and Restated Bylaws of Marathon Petroleum Corporation incorporated into Section 2.10 (b), which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
3.1	Amendment to Section 2.10(b) of the Amended and Restated Bylaws of Marathon Petroleum Corporation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Petroleum Corporation

Date: January 18, 2012

By: /s/ J. Michael Wilder  
Name: J. Michael Wilder  
Title: Vice President, General Counsel and Secretary

**Exhibit Index**

3.1 Amendment to Section 2.10(b) of the Amended and Restated Bylaws of Marathon Petroleum Corporation.