

Bedell Richard D.  
Form 4  
July 05, 2011

**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 \*  
**Bedell Richard D.**  
  
(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  
 Officer (give title below)  Other (specify below)  
**Sr. Vice President, Refining**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/30/2011		A <sup>(1)</sup>		10,900	A	<sup>(1)</sup> / <sub>(2)</sub>
Common Stock					909.395 <sup>(4)</sup>	I	By 401(k) Plan

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

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Right	\$ 14.25	06/30/2011		A <sup>(1)</sup>		6,664		06/30/2011	05/26/2014	Common Stock	6
Stock Option (right to buy)	\$ 21.9	06/30/2011		A <sup>(1)</sup>		12,378		06/30/2011	06/10/2015	Common Stock	12,378
Stock Option (right to buy)	\$ 32.06	06/30/2011		A <sup>(1)</sup>		12,374		06/30/2011	06/01/2016	Common Stock	12,374
Stock Option (right to buy)	\$ 51.75	06/30/2011		A <sup>(1)</sup>		8,568		06/30/2011	05/30/2017	Common Stock	8,568
Stock Option (right to buy)	\$ 43.38	06/30/2011		A <sup>(1)</sup>		5,725		06/30/2011	05/28/2018	Common Stock	5,725
Stock Option (right to buy)	\$ 24.79	06/30/2011		A <sup>(1)</sup>		15,634		06/30/2011 <sup>(5)</sup>	05/27/2019	Common Stock	15,634
Stock Option (right to buy)	\$ 25.74	06/30/2011		A <sup>(1)</sup>		20,787		06/30/2011 <sup>(6)</sup>	05/26/2020	Common Stock	20,787
Stock Option (right to buy)	\$ 41.69	06/30/2011		A <sup>(1)</sup>		29,621		02/23/2012 <sup>(7)</sup>	02/23/2021	Common Stock	29,621

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Bedell Richard D.  
C/O MARATHON PETROLEUM CORPORATION  
539 S. MAIN STREET  
FINDLAY, OH 45840

Sr. Vice President, Refining

## Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Richard D. Bedell

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 1,460.210 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) 8,653 shares vest on May 27, 2012.
- (6) 17,297 shares vest in annual installments of 8,648 shares on May 26, 2012 and 8,649 shares on May 26, 2013, respectively.
- (7) Vests in annual installments of 9,873 shares on February 23, 2012, 9,874 shares on February 23, 2013 and 9,874 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. 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.