

Marathon Petroleum Corp  
Form 8-K  
June 22, 2011

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

Washington, D.C. 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) June 21, 2011

**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)

**45840-3229**  
(Zip Code)

**Registrant's telephone number, including area code:**

**(419) 422-2121**

**(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 8.01 Other Events.**

On May 26, 2011, Marathon Petroleum Corporation (the Company ) filed with the Securities and Exchange Commission its final amendment to its Registration Statement on Form 10 (the Form 10 ) relating to its spin-off from Marathon Oil Corporation ( Marathon Oil ). The separation and distribution agreement between Marathon Oil and the Company relating to the spin-off provides that the aggregate balance of cash and cash equivalents that the Company will have on hand as of the distribution date will be as Marathon Oil deems appropriate, so long as that balance is not less than \$1.425 billion. In accordance with the separation and distribution agreement, Marathon Oil has determined that the Company s aggregate cash and cash equivalent balance as of the distribution date will be approximately \$1.625 billion.

**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: June 22, 2011

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary