

Marathon Petroleum Corp  
Form 10-12B/A  
April 29, 2011

As filed with the Securities and Exchange Commission on April 29, 2011

File No. 001-35054

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

**Amendment No. 2**

**to**

**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR 12(G) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Marathon Petroleum Corporation**

(exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

27-1284632  
(I.R.S. Employer)

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or organization)

Identification No.)

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

Copy to:

Ted W. Paris, Esq.

Baker Botts L.L.P.

3000 One Shell Plaza

910 Louisiana Street

Houston, Texas 77002-4995

(713) 229-1838

Fax: (713) 229-7738

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class Registered  
Common Stock, par value \$0.01 per share

Name of Each Exchange on Which  
Such Class will be Registered  
The New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>



**MARATHON PETROLEUM CORPORATION**

**INFORMATION INCLUDED IN INFORMATION STATEMENT**

**AND INCORPORATED BY REFERENCE IN FORM 10**

**CROSS REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

We have filed our information statement as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the information statement.

**Item**

<b>No.</b>	<b>Item Caption</b>	<b>Location in Information Statement</b>
1.	Business.	See Summary, Risk Factors, Cautionary Statement Concerning Forward-Looking Statements, The Spin-Off, Capitalization, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Relationship with Marathon Oil After the Spin-Off and Management.
1A.	Risk Factors.	See Risk Factors.
2.	Financial Information.	See Summary, Risk Factors, Capitalization, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations.
3.	Properties.	See Business.
4.	Security Ownership of Certain Beneficial Owners and Management.	See Security Ownership of Certain Beneficial Owners and Management.
5.	Directors and Executive Officers.	See Management.
6.	Executive Compensation.	See Management and Executive Compensation.
7.	Certain Relationships and Related Transactions, and Director Independence.	See Summary, Risk Factors, Management, Certain Relationships and Related Transactions and Relationship with Marathon Oil After the Spin-Off.
8.	Legal Proceedings.	See Business Legal Proceedings.
9.	Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.	See Summary, Risk Factors, The Spin-Off, Dividend Policy and Description of Capital Stock.
10.	Recent Sales of Unregistered Securities.	Not Applicable.
11.	Description of Registrant's Securities to be Registered.	See Description of Capital Stock.
12.	Indemnification of Directors and Officers.	See Indemnification of Directors and Officers.

Item No.	Item Caption	Location in Information Statement
13.	Financial Statements and Supplementary Data.	See Summary, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Data and Index to Combined Financial Statements.
14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	Not Applicable.
15.	Financial Statements and Exhibits.	

(a) Financial Statements: The following financial statements are included in the information statement and filed as part of this Registration Statement:

Report of Independent Registered Public Accounting Firm

Combined Statements of Income for the years ended December 31, 2010, 2009 and 2008

Combined Balance Sheets as of December 31, 2010 and 2009

Combined Statements of Cash Flows for the years ended December 31, 2010, 2009 and 2008

Combined Statements of Net Investment for the years ended December 31, 2010, 2009 and 2008

Notes to Combined Financial Statements

Supplemental Statistics (unaudited)

(b) Exhibits. The following documents are filed as exhibits hereto:

Exhibit Number	Exhibit Description
2.1	Form of Separation and Distribution Agreement
3.1	Form of Restated Certificate of Incorporation of the Registrant
3.2	Form of Amended and Restated By-laws of the Registrant
4.1*	Indenture dated as of February 1, 2011 between Marathon Petroleum Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee
4.2*	Form of the terms of the 3½% Senior Notes due 2016, 5 1/8% Senior Notes due 2021 and 6½% Senior Notes due 2041 of Marathon Petroleum Corporation
4.3*	Form of 3½% Senior Notes due 2016, 5 1/8% Senior Notes due 2021 and 6½% Senior Notes due 2041 of Marathon Petroleum Corporation (included in Exhibit 4.2 above)
4.4*	Registration Rights Agreement among Marathon Petroleum Corporation, Marathon Oil Corporation and Morgan Stanley & Co. Incorporated and J.P. Morgan Securities LLC
4.5*	Credit Agreement dated as of March 11, 2011 among Marathon Petroleum Corporation, the lenders party thereto, JPMorgan Chase Bank, National Association, as Administrative Agent, J.P. Morgan Securities LLC and Morgan Stanley Senior Funding, Inc., as Joint Lead Arrangers and Joint Bookrunners, Morgan Stanley Senior Funding, Inc., as Syndication Agent, and Bank of America, N.A., Citigroup Global Markets Inc. and The Royal Bank of Scotland plc, as Co-Documentation Agents
10.1	Form of Tax Sharing Agreement

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10.2	Form of Employee Matters Agreement
10.3	Form of Transition Services Agreement
10.4	Form of Marathon Petroleum Corporation 2011 Incentive Compensation Plan
21.1	List of Subsidiaries
99.1*	Information Statement, Subject to Completion, dated March 29, 2011

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 29, 2011

**MARATHON PETROLEUM CORPORATION**

By: /s/ GARY R. HEMINGER  
Gary R. Heminger  
President

**EXHIBIT INDEX**

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