

Marathon Petroleum Corp  
Form 8-K  
June 05, 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) May 30, 2012

**Marathon Petroleum Corporation**

(Exact name of registrant as specified in its charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

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

Effective May 30, 2012, the Board of Directors of Marathon Petroleum Corporation (the Company) approved amendments to the Company's Amended and Restated Bylaws to delete certain provisions governing the date by which a shareholder was required to submit a shareholder proposal and the date by which a shareholder was required to submit a director nomination, to be considered timely for purposes of the Company's first annual meeting of shareholders as a public company, which was held on April 25, 2012. The foregoing is a summary of the amendments to the Amended and Restated Bylaws of Marathon Petroleum Corporation incorporated into Sections 1.10(a) and 2.10(b), which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Description**

3.1 Amendments to Sections 1.10(a) and 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: June 5, 2012

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

**Exhibit Index**

- 3.1 Amendments to Sections 1.10(a) and 2.10(b) of the Amended and Restated Bylaws of Marathon Petroleum Corporation.