

Marathon Petroleum Corp
Form DEFA14A
March 15, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Marathon Petroleum Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 26, 2017.**

MARATHON PETROLEUM CORPORATION

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 27, 2017

MARATHON PETROLEUM CORP.

539 SOUTH MAIN STREET

FINDLAY, OH 45840-3229

Date: April 26, 2017 **Time:** 10:00 AM Eastern
Time

Location: Marathon Petroleum Corporation
539 South Main Street
Findlay, OH 45840-3229

You are receiving this communication because you hold
shares in the company named above.

This is not a ballot. You cannot use this notice to vote these
shares. This communication presents only an overview of
the more complete proxy materials that are available to you
on the Internet. You may view the proxy materials online at
www.proxyvote.com or easily request a paper copy (see
reverse side).

We encourage you to access and review all of the important
information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy
materials and voting instructions.**



Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for receiving a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 12, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote shares held in registered form.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Your Board of Directors recommends you vote FOR the following Class III Directors for a three-year term expiring in 2020:

1. Election of Class III Directors

Nominees:

- 1a. Steven A. Davis
- 1b. Gary R. Heminger
- 1c. J. Michael Stice
- 1d. John P. Surma

Your Board of Directors recommends you vote FOR Items 2, 3 and 4:

2. Ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditor for 2017.
3. Advisory approval of the company's named executive officer compensation.
4. Approval of 162(m)-related provisions of the Amended and Restated Marathon Petroleum Corporation 2012 Incentive Compensation Plan.

Your Board of Directors recommends you vote AGAINST Items 5, 6 and 7:

5. Shareholder proposal seeking various disclosures respecting environmental and human rights due diligence.
6. Shareholder proposal seeking climate-related two-degree transition plan.
7. Shareholder proposal seeking simple majority vote provisions.

