

Marathon Petroleum Corp  
Form 8-K  
May 06, 2014

**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) April 30, 2014**

**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)**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of Marathon Petroleum Corporation (the Corporation) was held on April 30, 2014. The following are the voting results on proposals considered and voted upon at the meeting.

**1. ELECTION OF CLASS III DIRECTORS**

The shareholders elected Steven A. Davis, Gary R. Heminger, John W. Snow and John P. Surma as Class III directors, to serve terms expiring in 2017, by the following votes:

NOMINEE	VOTES FOR	WITHHELD	BROKER
			NON-VOTES
Steven A. Davis	205,071,298	7,630,240	29,108,950
Gary R. Heminger	207,452,730	5,248,808	29,108,950
John W. Snow	208,228,325	4,473,213	29,108,950
John P. Surma	208,266,888	4,434,650	29,108,950

**2. RATIFICATION OF INDEPENDENT AUDITOR FOR 2014**

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent auditor for the year ending December 31, 2014 by the following votes:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER
			NON-VOTES
239,751,954	1,145,732	912,802	

**3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

The shareholders approved, on an advisory basis, the compensation of the Corporation's named executive officers by the following votes:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER
			NON-VOTES
201,822,184	9,090,787	1,788,567	29,108,950

**4. SHAREHOLDER PROPOSAL**

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The shareholder proposal seeking the adoption of quantitative greenhouse gas emission reduction goals and associated reports was not approved based on the following votes:

			BROKER
VOTES FOR	VOTES AGAINST	ABSTENTIONS	NON-VOTES
63,690,137	113,839,695	35,171,706	29,108,950

5. SHAREHOLDER PROPOSAL

The shareholder proposal seeking a report on corporate lobbying expenditures, policies and procedures was not approved based on the following votes:

			BROKER
VOTES FOR	VOTES AGAINST	ABSTENTIONS	NON-VOTES
81,098,977	88,889,062	42,713,499	29,108,950

**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: May 6, 2014

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary