Marathon Petroleum Corp
Form DEF 14A
March 14, 2013
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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 x

Check the appropriate box:

¨ Preliminary Proxy Statement

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

x 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):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Notice of Annual Meeting

and Proxy Statement

2013

Wednesday, April 24, 2013

10:00 a.m. Eastern Daylight Time (EDT)

Auditorium

Marathon Petroleum Corporation

539 South Main Street

Findlay, Ohio 45840

Please vote promptly by:

Ø using the Internet;

Ø marking, signing and returning your proxy card or voting instruction form; or

Ø calling a toll free telephone number.

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March 15, 2013

Marathon Petroleum Corporation
539 South Main Street
Findlay, Ohio 45840

Dear Fellow Marathon Petroleum Corporation Shareholder:

On behalf of the Board of Directors and management team, I am pleased to invite you to attend Marathon Petroleum Corporation s 2013 Annual Meeting of Shareholders to be held in the Auditorium of Marathon Petroleum Corporation, 539 South Main Street, Findlay, Ohio 45840 on Wednesday, April 24, 2013, at 10:00 a.m. Eastern Daylight Time.

We are pleased this year to offer our shareholders the option to receive Marathon Petroleum Corporation proxy materials (which include the 2013 Proxy Statement, the 2012 Annual Report and the form of proxy card or voting instruction form) via the Internet. We believe this option provides our shareholders the information they need in an efficient, lower-cost and environmentally-conscious manner. Shareholders may still request paper copies of the proxy materials if desired.

We plan to commence mailing a Notice Regarding the Availability of Proxy Materials to our shareholders on or about March 15, 2013. Shareholders who have previously requested the continued receipt of printed proxy materials will receive proxy materials by mail.

Your vote is important. Whether or not you plan to attend the 2013 Annual Meeting, we hope you will authorize your proxy as soon as possible. You may vote by proxy using the Internet. Alternatively, if you receive the proxy materials by mail, you may vote by proxy using the Internet, by calling a toll free telephone number or by completing and returning a proxy card or vote instruction form in the mail. Your vote will ensure your representation at the Annual Meeting regardless of whether you attend in person.

Thank you for your support of Marathon Petroleum Corporation.

Sincerely,

Gary R. Heminger

President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF

MARATHON PETROLEUM CORPORATION

Date:

Wednesday, April 24, 2013

Time:

10:00 a.m. EDT

Place:

The Auditorium of Marathon Petroleum Corporation

539 South Main Street, Findlay, Ohio 45840

Purpose:

Elect Messrs. Bayh, Davis and Usher to serve as Class II Directors, each for a three-year term expiring on the date of the 2016 Annual Meeting;

Ratify the selection of PricewaterhouseCoopers LLP as independent auditor for 2013;

Approve, on an advisory basis, named executive officer compensation;

Approve an amendment to the Restated Certificate of Incorporation to eliminate the classification of the Board of Directors over a three-year period beginning at the 2015 Annual Meeting; and

Transact any other business that properly comes before the meeting.

Other Important Information:

You are entitled to vote at the meeting if you were an owner of record of Marathon Petroleum Corporation common stock at the close of business on February 25, 2013. Owners of record will need to have a valid form of identification to be admitted to the meeting. If your ownership is through a broker or other intermediary, then in addition to a valid form of identification you will also need to have proof of your share ownership to be admitted to the meeting. A recent account statement, letter or proxy from your broker or other intermediary will suffice.

In reliance on the rules of the Securities and Exchange Commission (or SEC), most Marathon Petroleum Corporation shareholders are being furnished proxy materials via the Internet. If you received printed proxy materials, a copy of the Marathon Petroleum Corporation 2012 Annual Report on Form 10-K is enclosed.

By order of the Board of Directors,

J. Michael Wilder

Secretary

March 15, 2013

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PROXY STATEMENT

GENERAL INFORMATION

On behalf of the Board of Directors (which we refer to as the Board of Directors or the Board) of Marathon Petroleum Corporation, a Delaware corporation (which we refer to as Marathon Petroleum, MPC, the Company, we or us), we have provided this Proxy Statement to you in connection with the solicitation by the Board of Directors of your proxy to be voted on your behalf at our 2013 Annual Meeting of Shareholders. The members of the MPC Proxy Committee are Thomas J. Usher, Gary R. Heminger and Donald C. Templin.

We will hold the Annual Meeting at 10:00 a.m. EDT on April 24, 2013, in the Auditorium of Marathon Petroleum Corporation, 539 South Main Street, Findlay, Ohio 45840. This Proxy Statement contains information about the matters to be voted on and other information that may be of help to you.

We plan to commence mailing a Notice Regarding the Availability of Proxy Materials on or about March 15, 2013. We have included with these materials our Annual Report for the year ended December 31, 2012.

In 2012, we formed MPLX LP (or MPLX), a master limited partnership, to own, operate, develop and acquire pipelines and other midstream assets related to the transportation and storage of crude oil, refined products and other hydrocarbon-based products. On October 31, 2012, MPLX completed its initial public offering. We own an approximate 73.6% interest in MPLX, including the general partner interest, and we consolidate this entity for financial reporting purposes. References to MPLX are included in these materials as appropriate to add clarity to certain disclosures.

The separation of MPC from Marathon Oil Corporation (which we refer to as Marathon Oil) was completed on June 30, 2011. References to the separation of MPC from Marathon Oil (which we refer to as the Spinoff) are included in these materials as appropriate to provide explanation to certain disclosures relating to prior periods or compensation programs.

QUESTIONS AND ANSWERS

n **What is the purpose of the Annual Meeting?**

At the Annual Meeting, shareholders will act upon the proposals set forth in this Proxy Statement, which are:

- the election of three nominees to serve as Class II Directors;
- the ratification of the selection of PricewaterhouseCoopers LLP as our independent auditor for 2013;
- the approval, on an advisory basis, of our named executive officer compensation; and
- the approval of an amendment to our Restated Certificate of Incorporation to eliminate, over a three-year period beginning at the 2015 Annual Meeting, the classified structure of our Board and provide for the annual election of all directors beginning at the 2017 Annual Meeting.

n **Am I entitled to vote?**

You may vote if you were a holder of MPC common stock at the close of business on February 25, 2013, which is the record date of our Annual Meeting. Each share of common stock entitles its holder to one vote on each matter to be voted on at the meeting.

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n **Why did I receive a Notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of printed materials?**

Pursuant to rules adopted by the SEC that provide for the delivery of a notice to shareholders of their means of Internet access to proxy materials, we have elected this year to reduce the number of sets of printed materials. Unless a shareholder has requested receipt of printed proxy materials, we have sent a Notice Regarding the Availability of Proxy Materials (or the Notice) to our shareholders of record. All shareholders will have the ability to access proxy materials. The Notice provides instructions to access the materials on the Internet or request a traditional set of printed materials be mailed at no cost to the shareholder.

n **How does the Board recommend I vote?**

The Board recommends you vote:

FOR each of the nominees for Class II Director;

FOR the ratification of the selection of PricewaterhouseCoopers LLP as our independent auditor for 2013;

FOR the resolution approving, on an advisory basis, our named executive officer compensation; and

FOR the amendment to our Restated Certificate of Incorporation to phase in the elimination of the classified structure of our Board of Directors.

n **How do I know if I am a shareholder of record or a beneficial owner of shares held in street name?**

If your shares are registered in your name with our transfer agent, Computershare Investor Services, LLC, you are a shareholder of record with respect to those shares and you received the Notice directly from the Company. If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, you are the beneficial owner of such shares and the Notice was forwarded to you by that organization. In that circumstance, the organization is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct the organization how to vote the shares held in your account.

n **If I am a shareholder of record of MPC shares, how do I cast my vote?**

If you are a shareholder of record of MPC common stock, you may vote:

Via the Internet. You may vote by proxy via the Internet by following the instructions provided in the Notice;

By Telephone. If you requested a printed copy of the proxy materials, you may vote by proxy by calling the toll free number located on the proxy card;

By Mail. If you requested a printed copy of the proxy materials, you may vote by proxy by completing the proxy card and returning it in the provided envelope; or

In Person. You may vote in person at the Annual Meeting. You will be required to present a valid form of identification to be admitted to the meeting and a ballot will be provided to you upon arrival.

n **If I am a beneficial owner of MPC shares, how do I cast my vote?**

If you are a beneficial owner of shares of MPC common stock held in street name, you may vote:

Via the Internet. You may vote by proxy via the Internet by following the instructions provided in the Notice forwarded to you by your broker or other intermediary;

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By Telephone. If you requested a printed copy of the proxy materials, you may vote by proxy by calling the toll free number located on the vote instruction form;

By Mail. If you requested a printed copy of the proxy materials, you may vote by proxy by completing the vote instruction form and returning it in the provided envelope; or

In Person. You may vote in person at the Annual Meeting but you must first obtain a legal proxy form from the broker or other organization that holds your shares. Please contact such broker or organization for instructions regarding obtaining a legal proxy. If you do obtain a legal proxy and plan to attend the meeting, you will be required to present a valid form of identification.

We provide Internet proxy voting to allow you to vote your shares on-line; however, please be aware you must bear any costs associated with your Internet access, such as usage charges from Internet access providers or telephone companies.

n **May I change my vote?**

If you are a shareholder of record of MPC common stock, you may change your vote or revoke your proxy at any time before your shares are voted at the meeting by:

voting again using the Internet or by telephone;

sending us a proxy card dated later than your last vote;

notifying the corporate Secretary of MPC in writing; or

voting at the meeting.

If you are a beneficial owner of shares of MPC common stock, you must contact your broker or other intermediary with whom you have an account to obtain information regarding changing your voting instructions.

n **How many outstanding shares are there?**

At the close of business on February 25, 2013, which is the record date for the Annual Meeting, there were 330,852,051 shares of MPC common stock outstanding and entitled to vote.

n **What is the voting requirement to approve each of the proposals?**

Directors are elected by a plurality voting standard. The nominees for available directorships who receive the highest number of affirmative votes of the shares present, in person or by proxy, and entitled to vote, are elected; *provided, however*, any director nominee who receives a greater number of withhold votes than affirmative votes in an uncontested election is expected to tender to the Board his or her resignation promptly following the certification of election results pursuant to the Company s Plurality Plus Voting Standard Policy, more fully described in Proposal No. 1 and available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Policies and Guidelines, Plurality Plus Voting Standard Policy. Under the plurality voting standard, abstentions and broker non-votes will not have an impact on the election of directors.

Proposal No. 2 will be approved if it receives the affirmative vote of a majority of the votes cast on the proposal, in which case abstentions will not be considered votes cast and shall have no effect on the proposal.

Proposal No. 3 will be approved if it receives the affirmative vote of a majority of the votes cast on the proposal, in which case abstentions and broker non-votes will not be considered votes cast and shall have no effect on the proposal.

Proposal No. 4 will be approved if it receives the affirmative vote of at least 80% of the Company s outstanding shares. Abstentions and broker non-votes will have the same effect as votes against the proposal.

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Although the advisory vote on Proposal No. 3 is nonbinding, as provided by law, our Board will review the results of the vote and will take them into account in making determinations concerning executive compensation.

Both abstentions and broker non-votes are counted in determining a quorum is present for the meeting.

n **What are broker non-votes?**

The New York Stock Exchange (or NYSE) permits brokers to vote their customers shares on routine matters when the brokers have not received voting instructions from customers. The ratification of an independent auditor is an example of a routine matter on which brokers may vote in this manner. Brokers may not vote their customers shares on non-routine matters such as the election of directors, proposals related to executive compensation and proposals to amend certificates of incorporation and certain other corporate governance changes unless they have received voting instructions from their customers. Shares held by brokers on behalf of customers who do not provide voting instructions on non-routine matters are broker non-votes.

n **What constitutes a quorum?**

Under our Amended and Restated Bylaws (which we refer to as our Bylaws), a quorum is a majority of the voting power of the outstanding shares of stock entitled to vote.

n **How will voting be conducted if any matters not contained in this Proxy Statement are raised at the Annual Meeting?**

If any matters are presented at the Annual Meeting other than the proposals on the proxy card, the Proxy Committee will vote on them using their best judgment. Your signed proxy card, or Internet or telephone vote provides this authority. Under our Bylaws, notice of any matter to be presented by a shareholder for a vote at the meeting must have been received by December 14, 2012, and must have been accompanied by certain information about the shareholder presenting it.

n **When must shareholder proposals be submitted for the 2014 Annual Meeting?**

Shareholder proposals submitted for inclusion in our 2014 Proxy Statement must be received in writing by our corporate Secretary no later than the close of business on November 15, 2013. Shareholder proposals (including nominations) submitted outside the process for inclusion in our 2014 Proxy Statement must be received from shareholders of record on or after November 15, 2013 and no later than December 15, 2013, and must be accompanied by certain information about the shareholder making the proposal, in accordance with our Bylaws.

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THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Under our Bylaws and the laws of the State of Delaware, MPC s state of incorporation, the business and affairs of MPC are managed under the direction of our Board of Directors. Our Board is divided into three classes. Directors are elected by shareholders for terms of three years and hold office until their successors are elected and qualify. One of the three classes is elected each year to succeed the directors whose terms are expiring. As of the 2013 Annual Meeting, the terms for the directors in Classes I, II and III of the Board of Directors expire in 2015, 2013 and 2014, respectively.

Our Board met ten times in 2012. The attendance of the members of our Board averaged approximately 97% for the aggregate of the total number of Board and committee meetings held in 2012. Each of our directors attended at least 75% of the meetings of the Board and committees on which he or she served.

Our Chairman of the Board presides at all meetings of shareholders and of the Board. If the non-employee directors meet without the Chairman or in circumstances where the Chairman is unavailable, our Board will designate another director to serve as a lead or presiding director at such meeting. The Chairman also attends Board committee meetings.

Pursuant to our Corporate Governance Principles, non-employee directors of the Board hold executive sessions. An offer of an executive session is extended to non-employee directors at each regularly-scheduled Board meeting. The Chairman of the Board presides at these executive sessions. In 2012, non-employee directors of the Board held seven executive sessions.

Our Board has three principal committees, all of the members of which are independent, non-employee directors. The table below shows the current committee memberships of each director and the number of meetings each committee held in 2012.

Board Committee Memberships

Director	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Evan Bayh	X		X
David A. Daberko	X*	X	
William L. Davis	X		X*
Donna A. James	X	X	
Charles R. Lee	X		X
Seth E. Schofield		X*	X
John W. Snow		X	X
John P. Surma		X	X
Number of meetings in 2012	7	5	7

* Chair

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Board and Committee Independence

As referenced, the principal committee structure of our Board of Directors includes the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. These committees are comprised entirely of independent directors. Additionally, an Executive Committee of the Board, comprised of Thomas J. Usher and Gary R. Heminger, has been established to address matters that may arise between meetings of the Board. This Executive Committee may exercise the powers and authority of the Board subject to specific limitations consistent with our Bylaws and applicable law.

To determine director independence, our Board uses the categorical standards set forth below and, additionally, considers the materiality of any relationships between a director and the Company. The Board considers all relevant facts and circumstances including, without limitation, transactions between the Company and the director directly, immediate family members of the director or organizations with which the director is affiliated, and the frequency and dollar amounts associated with these transactions. The Board further considers whether such transactions are at arm s length in the ordinary course of business and whether any such transactions are consummated on terms and conditions similar to those with unrelated parties.

To be determined categorically independent, a director must not:

- be a present employee of the Company or former employee of the Company within the past three years;
- have an immediate family member serving as a present executive officer of the Company or former executive officer of the Company within the past three years;
- have personally received, or have an immediate family member who has received, any direct compensation from the Company in excess of $120,000 during any twelve-month period within the past three years, other than compensation for Board or committee service, pension or other forms of deferred compensation for prior service, or compensation paid to an immediate family member who is a non-executive employee of the Company;
- have any of the following affiliations with respect to the Company s external auditor:
  - current employee of such firm,
  - engaged, or have an immediate family member engaged, as a current partner of such firm,
  - have an immediate family member who is a current employee of such firm and who personally works on the Company s audit, or
  - has been, or has an immediate family member who has been, engaged or employed by such firm as a partner or employee within the past three years and who personally worked on the Company s audit within that time;
- be employed, or have an immediate family member employed, within the past three years as an executive officer of another company where now or at any time during the past three years, any of the Company s present executive officers serve or served on the other company s compensation committee;

be an employee, or have an immediate family member who is an executive officer, of a company that makes or made payments to, or receives or received payments from, the Company for property or services in an amount which in any of the three preceding fiscal years exceeded the greater of $1 million or 2% of the other company s consolidated gross revenues;

be an executive officer of a tax-exempt organization to which the Company has within the three preceding fiscal years made any contributions in any single fiscal year that exceeded the greater of $1 million or 2% of the tax-exempt organization s consolidated gross revenues;

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- be a partner of or of counsel to a law firm that provides substantial legal services to the Company on a regular basis; or
- be a partner, officer or employee of an investment bank or consulting firm that provides substantial services to the Company on a regular basis.

Under the Company s Corporate Governance Principles, the following relationships are not considered to be material relationships that would impair a director s independence:

- if the director is, or has an immediate family member who is, a partner (general or limited) in, or a controlling shareholder, equity holder, executive officer or a director of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years where the amount involved in such transaction in any such fiscal year was less than the greater of $1 million or 2% of the recipient s consolidated gross revenues for that year;
- if the director is, or has an immediate family member who is, a director or trustee of any organization to which the Company has made, or from which the Company has received, payments for property or services, and the director (or his/her immediate family member) was not involved in the negotiations of the terms of the transaction, did not, to the extent applicable, provide any services directly to the Company, and did not receive any special benefits as a result of the transaction; or
- if the director, or an immediate family member of the director, serves as an officer, director or trustee of a foundation, university, charitable or other not-for-profit organization, and the Company s discretionary charitable contributions to the organization, in the aggregate, are less than the greater of $1 million or 2% of that organization s latest publicly available annual consolidated gross revenues.

Our categorical independence standards and the material relationship considerations set forth above are found within our Corporate Governance Principles, which are available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Corporate Governance Principles.

Our Board performed its independence review for 2013 earlier this year. In applying the categorical standards set forth above and assessing the materiality of any relationships, the Board affirmatively determined that each of Ms. James and Messrs. Bayh, Daberko, Davis, Lee, Schofield, Snow, Surma and Usher meets the categorical independence standards, has no material relationship with the Company other than that arising solely from the capacity as a director and, in addition, satisfies the independence requirements of the NYSE.

Audit Committee

Our Audit Committee has a written charter adopted by the Board, which is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Audit Committee, Audit Committee Charter. The Audit Committee Charter requires our Audit Committee to assess and report to the Board on the adequacy of the Charter on an annual basis. Each of the members of our Audit Committee is independent as independence is defined in Securities Exchange Act Rule 10A-3 of the Securities Exchange Act of 1934 (or the Exchange Act), as well as the general independence requirements of NYSE Rule 303A.02.

Our Audit Committee is, among other things, responsible for:

- appointing, compensating, retaining and overseeing the independent auditor;
- reviewing fees proposed by the independent auditor and approving in advance all audit, audit-related, tax and permissible non-audit services to be performed by the independent auditor;

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separately meeting with the independent auditor, our internal auditors and our management with respect to the status and results of their activities;

reviewing with our Chief Executive Officer (who we refer to as our CEO), our Chief Financial Officer (who we refer to as our CFO) and our General Counsel, disclosure controls and procedures and management s conclusions about such disclosure controls and procedures;

reviewing and discussing with our management and the independent auditor, annual and quarterly financial statements, including those reported on Forms 10-K and 10-Q, prior to their filing, and reports of internal controls over financial reporting;

reviewing our quarterly earnings press releases prior to their publication and discussing any financial information and any earnings guidance to be provided;

discussing with our management guidelines and policies to govern the process by which risk assessment is undertaken by the Company;

reviewing legal and regulatory compliance regarding the Company s financial statements, auditing matters and compliance with the Company s Code of Business Conduct, Code of Ethics for Senior Financial Officers and Whistleblowing Procedures Policy; and

evaluating the Audit Committee s performance on an annual basis.

Our Audit Committee has the authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company, and to retain independent legal, accounting or other advisors or consultants to advise the Committee.

Audit Committee Policy for Pre-Approval of Audit, Audit-Related, Tax and Permissible Non-Audit Services

Our Pre-Approval of Audit, Audit-Related, Tax and Permissible Non-Audit Services Policy is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Audit Committee, Audit Committee Policy for Pre-Approval of Audit, Audit-Related, Tax and Permissible Non-Audit Services. Among other things, this policy sets forth the procedure for the Audit Committee to pre-approve all audit, audit-related, tax and permissible non-audit services, other than as provided under a de minimis exception.

Under the policy, the Audit Committee may pre-approve any services to be performed by our independent auditor up to twelve months in advance and may approve in advance services by specific categories pursuant to a forecasted budget. In the fourth quarter of each year, the CFO shall present a forecast of audit, audit-related, tax and permissible non-audit services for the ensuing fiscal year to the Audit Committee for approval in advance. The CFO, in coordination with the independent auditor, shall provide an updated budget to the Audit Committee, as needed, throughout the ensuing fiscal year.

Pursuant to the policy, the Audit Committee has delegated pre-approval authority of up to $500,000 to the Chair of the Audit Committee for unbudgeted items, and the Chair reports the items pre-approved pursuant to this delegation to the full Audit Committee at the next scheduled meeting.

Audit Committee Financial Expert

Based on the attributes, education and experience requirements set forth in the rules of the SEC, our Board of Directors has determined David A. Daberko and Charles R. Lee each qualify as an Audit Committee Financial Expert.

Mr. Daberko was Chairman of the Board and Chief Executive Officer of National City Corporation for twelve years. In addition to certifying the effectiveness of internal controls and procedures required by his former

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position as Chairman and Chief Executive Officer, Mr. Daberko s various other roles with National City through his many years of service involved oversight of accounting and both internal and external audit functions. Mr. Daberko also chairs the audit committee of Access Midstream Partners, L.P. Mr. Daberko holds a master s degree in business administration from Case Western Reserve University.

Mr. Lee previously held the position of Senior Vice President of Finance for Columbia Pictures Industries Inc., Penn Central Corporation and GTE Corporation (which merged with Bell Atlantic Corporation to form Verizon Communications in 2011). Mr. Lee also served as Chairman of the Board and Co-CEO of Verizon Communications. Mr. Lee chairs the audit committee of United States Steel Corporation. He received a master s degree in business administration with distinction from the Harvard Graduate School of Business Administration.

Guidelines for Hiring Employees or Former Employees of the Independent Auditor

Our guidelines for the hiring of employees or former employees of the independent auditor provide that the Company shall not hire any employee or former employee of its independent auditor for a position with the Company in a financial reporting oversight role for at least two years after such employee or former employee was the lead or concurring partner, or provided more than ten hours of audit, review or attest services for the Company, during any one-year period. A complete set of these guidelines is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Audit Committee, Guidelines for Hiring of Employees or Former Employees of the Independent Auditor.

Whistleblowing Procedures Policy

Our Whistleblowing Procedures Policy establishes procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Policy for Whistleblowing Procedures is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Audit Committee, Policy for Whistleblowing Procedures.

Compensation Committee

Our Compensation Committee is composed solely of directors who satisfy all criteria for independence under applicable law, NYSE listing standards and the Company s Corporate Governance Principles. The Committee has a written charter adopted by the Board, which is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Compensation Committee, Compensation Committee Charter. The Compensation Committee Charter requires the Committee to assess and report to the Board on the adequacy of the Charter on an annual basis.

Our Compensation Committee is, among other things, responsible for:

- determining all matters of policy and procedures relating to officer compensation;
- reviewing and approving corporate goals and objectives relevant to our CEO s compensation and evaluating our CEO s performance in light of those goals and objectives and, with guidance from our Board, determining and approving our CEO s compensation based on the Committee s performance evaluation;
- determining and approving the compensation of our other officers and reviewing the succession plan relating to positions held by our other officers;
- recommending to the Board and administering the incentive compensation plans and equity-based plans of the Company;

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- certifying the achievement of performance levels under the Company s incentive compensation plans;

- reviewing, recommending and discussing with the Company s management, the Compensation Discussion and Analysis section included in the Company s annual proxy statements or other securities filings; and

- evaluating the Compensation Committee s performance on an annual basis.

Our Compensation Committee engaged Pay Governance LLC (which we refer to as Pay Governance) to serve as its independent compensation consultant for 2012. Pay Governance reported directly to our Compensation Committee and provided the Committee with comparative data on executive compensation and expert advice on the design and implementation of the Company s compensation policies and programs.

Our Compensation Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. In addition, the Committee may delegate to one or more officers of the Company (or to a Salary and Benefits Committee or a similar committee comprised of officers of the Company) any of its responsibilities with respect to non-equity based plans, such as plans created pursuant to health and other employee benefit plans. In 2012, the Committee delegated certain responsibilities with respect to non-officer compensation to a Salary and Benefits Committee comprised of officers of the Company.

Our Compensation Committee seeks input from our CEO on compensation decisions and performance appraisals for all other officers. However, all officer compensation matters are approved by the Compensation Committee.

Our Compensation Committee meets at least four times a year and is given the opportunity to meet in executive session at each of its meetings. With input from its compensation consultant, our CEO and our Senior Vice President of Human Resources and Administrative Services, the Chair of our Compensation Committee approves the agendas for Committee meetings.

Compensation Committee Interlocks and Insider Participation

The members of our Compensation Committee are Seth E. Schofield (Chair), David A. Daberko, Donna A. James, John W. Snow and John P. Surma. Each member of the Committee qualifies as an independent non-employee director. During 2012, none of the Company s executive officers served as a member of a compensation committee or board of directors of any unaffiliated entity that has an executive officer serving as a member of our Compensation Committee or Board of Directors. Gary R. Heminger serves as an officer and director of MPC and of the general partner of MPLX, MPLX GP LLC (or MXGP).

Corporate Governance and Nominating Committee

Our Corporate Governance and Nominating Committee has a written charter adopted by our Board of Directors, which is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Board Committees and Charters, Corporate Governance and Nominating Committee, Corporate Governance and Nominating Committee Charter. Each member of our Corporate Governance and Nominating Committee is independent and qualified under standards established by applicable law, NYSE listing standards and our Company s Corporate Governance Principles. The Corporate Governance and Nominating Committee Charter requires the Committee to assess and report to the Board on the adequacy of the Charter on an annual basis.

Our Corporate Governance and Nominating Committee is, among other things, responsible for:

- reviewing and making recommendations to our Board concerning the appropriate size and composition of the Board, including:

  - candidates for election or re-election as directors;

  - the criteria to be used for the selection of candidates for election or re-election as directors;

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- the appropriate skills and characteristics required of Board members in the context of the current composition of the Board;
- the composition and functions of Board committees; and
- all matters relating to the development and effective functioning of the Board;

- considering and recruiting candidates to fill positions on our Board;
- considering nominees recommended by shareholders for election as directors;
- reviewing and making recommendations to our Board, based on the qualifications set forth in the Company s Corporate Governance Principles, concerning each Board committee s membership and committee chairs including, without limitation, a determination of whether one or more Audit Committee members qualifies as an audit committee financial expert as defined by the rules of the SEC;
- assessing and recommending overall corporate governance practices;
- establishing the process for, and overseeing the evaluation of, our Board;
- reviewing and approving codes of conduct applicable to directors, officers and employees;
- reviewing the Company s position statement on stockholders rights plans and reporting any recommendations to our Board related thereto; and
- evaluating the Corporate Governance and Nominating Committee s performance on an annual basis.

Director Identification and Selection

The processes for director selection and the establishment of director qualifications are set forth in Article III of the Company s Corporate Governance Principles, which are available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Corporate Governance Principles. In summary, our Board has delegated the director recruiting process to the Corporate Governance and Nominating Committee with input from our Chairman of the Board and our CEO. Our Corporate Governance and Nominating Committee may work with a third-party professional search firm to review director candidates and their credentials. At least one member of the Committee, our Chairman of the Board and our CEO should meet with each potential director candidate as part of the recruiting process. The foregoing recruiting process applies to nominees recommended by our Corporate Governance and Nominating Committee, as well as nominees recommended by shareholders in accordance with our Bylaws and applicable law. The criteria for selecting new directors includes their independence, as defined by applicable law, stock exchange listing standards and the categorical standards listed in the Company s Corporate Governance Principles, their business or professional experience, their integrity and judgment, their record of public service, their ability to devote sufficient time to the affairs of the Company, the diversity of backgrounds and experiences they bring to the Board and the needs of the Company from time to time. Directors should also be individuals of substantial accomplishment and experience with demonstrated leadership capabilities, and the ability to represent all shareholders as opposed to a specific constituency. Our Corporate Governance and Nominating Committee s Charter also gives the Committee the authority to retain and terminate any search firm used to identify director candidates, including the authority to approve the search firm s fees and other retention terms.

The Board s Role in Risk Oversight

Responsibility for risk oversight rests with our Board of Directors and the committees of the Board. Our Audit Committee assists our Board in fulfilling its oversight responsibility by regularly reviewing risks associated with financial and accounting matters, as well as those related to financial reporting. In this regard, our Audit Committee monitors compliance with regulatory requirements and internal control systems. Our Audit Committee reviews risks associated with financial strategies and the capital structure of the Company. Our Audit Committee also reviews the process by which enterprise risk management is undertaken by the Company.

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Our Compensation Committee assists the Board with risk oversight through its review of compensation programs to help ensure such programs do not encourage excessive risk. The Compensation Committee reviews compensation, incentive compensation and succession plans to confirm the Company has appropriate practices in place to support the retention and development of the talent necessary to achieve the Company s business goals and objectives.

The Board receives regular updates from these committees regarding their activities and also reviews risks of a more strategic nature. Key risks associated with the strategic plan of the Company are reviewed annually at a designated strategy meeting of the Board and periodically throughout the year.

While our Board and its committees oversee risk management, the management of the Company is charged with managing risk. The Company has a strong enterprise risk management process for identifying, assessing and managing risk, as well as monitoring the performance of risk mitigation strategies. The governance of this process is effected through the executive sponsorship of our CEO and CFO, and is led by an enterprise risk manager and officers and senior managers responsible for working across the business to manage enterprise level risks and to identify emerging risks. These leaders meet periodically and provide regular updates to our Board and its committees throughout the year.

Corporate Governance Principles

Our Corporate Governance Principles are available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Corporate Governance Principles. In summary, our Corporate Governance Principles provide the functional framework of our Board of Directors, including its roles and responsibilities. These principles also address Board independence, committee composition, the presiding and lead director positions, the process for director selection and director qualifications, the Board s performance review, the Board s planning and oversight functions, director compensation and director retirement and resignation.

Leadership Structure of the Board

As provided in our Corporate Governance Principles, our Board of Directors does not have a policy requiring the roles of chairman of the board and chief executive officer to be filled by separate persons or a policy requiring the chairman of the board to be a non-employee director. Our Board will make determinations about the leadership structure based on what it believes is best for the Company given specific circumstances. The Board views its active engagement in assessing specific risks through the involvement of our Audit and Compensation Committees, assessing more strategic risks at its annual strategy review meeting and assessing operational and other risks as periodically reported by members of our senior management as providing the desired level of oversight and accountability for our current leadership structure. At present, the positions of chairman of the board and chief executive officer of MPC are split. Thomas J. Usher serves as our Chairman of the Board and Gary R. Heminger serves as our President and CEO. The Board has determined Mr. Usher s knowledge and past experience serve our Company well, and that our current Board leadership structure is appropriate at this time.

Communications from Interested Parties

All interested parties may communicate directly with our non-employee directors by submitting a communication in an envelope addressed to the Board of Directors (non-employee members) in care of the Company s corporate Secretary. Additionally, employees of the Company may communicate with the non-employee directors by following the procedures set forth in the Company s Code of Business Conduct. Communications with our Audit, Compensation, and Corporate Governance and Nominating Committee Chairpersons may be made by sending an email to:

auditchair@marathonpetroleum.com;

compchair@marathonpetroleum.com; or

corpgovchair@marathonpetroleum.com.

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Interested parties may communicate with the non-employee directors, individually or as a group, by sending an email to non-managedirectors@marathonpetroleum.com.

Our corporate Secretary will forward to the directors all communications that, in the Secretary s judgment, are appropriate for consideration by the directors. Examples of communications that would not be considered appropriate include commercial solicitations and matters not relevant to the affairs of the Company.

Code of Business Conduct

Our Code of Business Conduct is available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Code of Business Conduct. The Code of Business Conduct applies to our directors, officers and employees.

Code of Ethics for Senior Financial Officers

Our Code of Ethics for Senior Financial Officers is available on the Company s website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Code of Ethics for Senior Financial Officers. This Code of Ethics applies to our CEO, CFO, Vice President and Controller, Vice President of Finance and Treasurer and other persons performing similar functions, as well as to those designated as Senior Financial Officers by our CEO or our Audit Committee.

Under this Code of Ethics, these Senior Financial Officers shall, among other things:

- act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC, and in other public communications made by the Company;
- comply with applicable laws, governmental rules and regulations, including insider trading laws; and
- promote the prompt internal reporting of potential violations or other concerns related to this Code of Ethics to the Chair of the Audit Committee and to the appropriate person or persons identified in the Company s Code of Business Conduct, and encourage employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation.

Our Code of Ethics for Senior Financial Officers further provides that any violation will be subject to appropriate discipline, up to and including dismissal from the Company and prosecution under the law.

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COMPENSATION OF DIRECTORS

Our Board of Directors determines annual retainers and other compensation for non-employee directors. Directors who are employees of MPC receive no compensation for their service on the Board. For 2012, the annual retainers and other compensation were established at the levels set forth below.

Form of Compensation	Chairman of the Board ($)	Audit Committee Chair ($)	Compensation Committee Chair ($)	Corporate Governance and Nominating Committee Chair ($)	All Other Directors ($)
Cash Retainer	350,000	150,000	150,000	150,000	150,000
Committee Fees		15,000	12,000	10,000	
Deferred Equity Awards	100,000	150,000	150,000	150,000	150,000
Total	450,000	315,000	312,000	310,000	300,000

Directors do not receive meeting fees for attendance at Board or committee meetings.

In 2012, non-employee directors, other than the Chairman of the Board, received an annual cash retainer of $150,000 and an annual deferred equity award in the form of MPC restricted stock units valued at $150,000. The Chairman received an annual cash retainer of $350,000 and an annual deferred equity award in the form of MPC restricted stock units valued at $100,000. In October 2012, the Board approved a reallocation of the Chairman s compensation to align the deferred equity award component with that of the other non-employee directors. Effective January 1, 2013, the Chairman receives an annual cash retainer of $300,000 and an annual deferred equity award valued at $150,000.

In December 2012, the Board approved an authorization to enable a portion of the non-employee director annual deferred equity award valued at $150,000 to be prospectively granted in the form of MPLX phantom units should the MXGP Board of Directors wish to award grants of MPLX phantom units to the MPC non-employee directors in recognition of the contribution of the MPC Board to the long-term success of MPLX. No portion of the non-employee director annual deferred equity award valued at $150,000 was granted in the form of MPLX phantom units in 2012.

In 2012, the annual deferred equity awards in the form of MPC restricted stock units were credited to an unfunded account based on the closing stock price of MPC common stock on the grant date. When dividends were paid on MPC common stock, non-employee directors received dividend equivalents in the form of additional MPC restricted stock units. The deferred MPC restricted stock units are payable in shares of MPC common stock only upon a directors departure from the Board.

Each year, non-employee directors have the opportunity to defer 100% of their annual cash retainer into an unfunded account. This deferred cash retainer account may be invested in certain phantom investment options offered under the Marathon Petroleum Corporation Deferred Compensation Plan for Non-Employee Directors, which generally mirror the investment options offered to employees under our thrift plan except for the option of investing in MPC common stock. When a director who has deferred cash retainer compensation departs from the Board, he or she receives cash from the deferred account in a lump sum.

Under our matching gifts program, non-employee directors are eligible to have up to $10,000 of their contributions to certain tax-exempt educational institutions matched by the Company each year. The annual limit is applied based on the date of the director s gift to the institution. Due to processing delays, the actual amount paid out on behalf of a director may exceed $10,000 in a given year.

We also have stock ownership guidelines in place for non-employee directors. Each of the non-employee directors, including the Chairman of the Board, is expected to hold three times the value of such director s annual cash retainer in MPC common stock. Directors have five years from the commencement of their service on the Board to satisfy these guidelines, and restricted stock unit awards are credited toward these guidelines.

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2012 Director Compensation Table

Amounts reflected in the table below represent compensation paid for the twelve months ended December 31, 2012.

Name	Fees Earned or Paid in Cash[(1)] ($)	Stock Awards[(2)] ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation[(3)] ($)	Total ($)
Evan Bayh	150,000	150,000	-	-	-	-	300,000
David A. Daberko	165,000	150,000	-	-	-	8,500	323,500
William L. Davis	160,000	150,000	-	-	-	-	310,000
Donna A. James	150,000	150,000	-	-	-	10,000	310,000
Charles R. Lee	150,000	150,000	-	-	-	-	300,000
Seth E. Schofield	162,000	150,000	-	-	-	-	312,000
John W. Snow	150,000	150,000	-	-	-	-	300,000
John P. Surma	150,000	150,000	-	-	-	10,000	310,000
Thomas J. Usher[(4)]	350,000	100,000	-	-	-	10,000	460,000

(1) The amounts shown in this column reflect the director and Chairman of the Board cash retainers and committee chair fees paid for Board service from January 1, 2012, through December 31, 2012. Directors are eligible to defer up to 100% of their annual cash retainer fees.

(2) The amounts shown in this column reflect the aggregate grant date fair value, as computed in accordance with generally accepted accounting principles in the United States regarding stock compensation, for restricted stock unit awards granted to the non-employee directors in 2012. All restricted stock unit awards are deferred until departure from the Board and dividend equivalents in the form of additional restricted stock unit awards are credited to non-employee director deferred accounts as and when dividends are paid on our common stock. The aggregate number of restricted stock unit awards credited as of December 31, 2012, for each non-employee director is as follows: Mr. Bayh, 5,884; Mr. Daberko, 57,499; Mr. Davis, 54,865; Ms. James, 5,884; Mr. Lee, 97,087; Mr. Schofield, 80,030; Mr. Snow, 28,410; Mr. Surma, 5,884; and Mr. Usher, 22,447. For Messrs. Daberko, Davis, Lee, Schofield, Snow and Usher, the aggregate number of restricted stock unit awards credited as of December 31, 2012, includes replacement awards received for prior service on the Board of Directors of Marathon Oil.

(3) The amounts shown in this column reflect contributions made on behalf of Ms. James and Messrs. Daberko, Surma and Usher to educational institutions under our matching gifts program.

(4) The amounts shown for Mr. Usher reflect a 2012 annual cash retainer of $350,000 and an annual restricted stock unit award of $100,000 for his role as Chairman of the Board.

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PROPOSALS OF THE BOARD

Our Board will present the following proposals at the 2013 Annual Meeting:

Proposal No. 1 Election of Class II Directors

Our Restated Certificate of Incorporation provides that the Board shall fix the number of directors at no fewer than three and no more than twelve. Our Board of Directors is currently fixed at ten directors and is divided into three classes as nearly equal in size as practicable. Directors are elected by shareholders for terms of three years and hold office until their successors are duly elected and qualify. One of the three classes is elected each year to succeed the directors whose terms are expiring. As of the 2013 Annual Meeting, the terms for the directors in Classes I, II and III of the Board of Directors expire in 2015, 2013 and 2014, respectively.

In 2013, we have three nominees for Class II Director whose terms expire in 2013. Messrs. Bayh, Davis and Usher are currently Class II Directors whose terms are expiring at the 2013 Annual Meeting and each has been nominated by the Board for re-election through the 2016 Annual Meeting. A brief statement about the background and qualifications of each nominee is given on the following pages. If any nominee for whom you have voted becomes unable to serve, your proxy may be voted for another person designated by our Board.

Our Bylaws describe the procedures that must be followed by a shareholder of record seeking to nominate someone for election as a director. Such procedures generally require notice be received by our corporate Secretary at least 90 days, but not more than 120 days, before the first anniversary of the date on which proxy materials were mailed for the preceding year s annual meeting of shareholders. As set forth in our Bylaws, a notice must contain certain information about the nominee, including his or her age, address, citizenship, occupation and share ownership, as well as the name, address and share ownership of the shareholder giving the notice.

As explained earlier in the Question and Answer section of this Proxy Statement, directors are elected by a plurality voting standard; *provided, however*, any director nominee who receives a greater number of withhold votes than affirmative votes (or a Majority Withhold Vote) in an uncontested election is expected to tender to the Board his or her resignation promptly following the certification of election results. Pursuant to this policy, the Board must accept or reject such resignation within 90 days following the certification of election results and publicly disclose its decision. Accordingly, the nominees who receive the highest number of votes of the shares present, in person or by proxy, and entitled to vote shall be elected to the available Class II Director positions, and in the event any nominee receives a Majority Withhold Vote, the resignation policy will apply as summarized here and as available on our website at http://ir.marathonpetroleum.com by selecting Corporate Governance and clicking on Policies and Guidelines, Plurality Plus Voting Standard Policy.

Your Board of Directors recommends you vote FOR the Nominees for Class II Director

in Proposal No. 1.

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Nominees for Class II Directors Current Terms Expiring in 2013:

Evan Bayh

Director since 2011

Senior Advisor, Apollo Global Management; Partner, McGuireWoods LLP Age 57

Senator Bayh graduated with a bachelor s degree in business economics from Indiana University in 1978 and received his law degree from the University of Virginia in 1981. As a former U.S. Senator and the Governor of Indiana, he has served in leadership positions beginning in 1986 with his election as Indiana s Secretary of State. In 1988, he was elected Governor. After two terms, Mr. Bayh was elected to the U.S. Senate where he served for twelve years. He served on numerous committees including Banking, Housing and Urban Affairs; Armed Services; Energy and Natural Resources; the Select Committee on Intelligence; Small Business and Entrepreneurship; and the Special Committee on Aging, holding key leadership roles on several. During his time in office, he focused on job creation, national security, small business growth and many other critical domestic issues. Senator Bayh is presently a partner with McGuireWoods LLP and a Senior Advisor with Apollo Global Management. He also serves on the Boards of Directors of Fifth Third Bancorp, RLJ Lodging Trust and Berry Plastics Group, Inc. Having served many years in elected office, including as the chief executive of a large Midwestern state, Senator Bayh brings a well-rounded perspective to our Board on matters of government regulation, corporate governance, risk management and finance.

William L. Davis

Director since 2011

Retired Chairman, President and Chief Executive Officer, R.R. Donnelley & Sons Company Age 69

Mr. Davis graduated from Princeton University in 1965 with a bachelor s degree in politics. From 1977 through 1997, he held a variety of positions with Emerson Electric Company, including that of President of two of its subsidiaries, Appleton Electric Company and Skil Corporation. He also served as Senior Executive Vice President for the Emerson Tool Group, the Industrial Motors and Drives Group and the Process Control Group. Mr. Davis joined R.R. Donnelley & Sons Company in 1997 as Chairman and Chief Executive Officer. In 2001, he accepted the responsibility of serving as President of the company. Mr. Davis retired as Chairman, President and Chief Executive Officer of R.R. Donnelley & Sons Company in February 2004. Mr. Davis serves on the Board of Directors of Air Products and Chemicals, Inc. Mr. Davis is also a former Director of Mallinckrodt, Inc. and Northshore University Health System. As a former chairman, president and chief executive officer of a public company, Mr. Davis brings to our Board experience with many of the major issues that face our day-to-day business, such as strategic planning, capital allocation and management development. This experience serves him in performing his role as Chair of our Corporate Governance and Nominating Committee.

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Thomas J. Usher

Director since 2011

Non-Executive Chairman of the Board, Marathon Petroleum Corporation Age 70

Mr. Usher graduated from the University of Pittsburgh with a bachelor of science degree in industrial engineering, a master of science degree in operations research and a doctorate in systems engineering. He joined United States Steel Corporation (later renamed USX Corporation) in 1965 and held various positions in industrial engineering. From 1975 through 1979, he held a number of management positions at United States Steel Corporation s South and Gary Works. Mr. Usher was elected Executive Vice President of Heavy Products in 1986, President of U.S. Steel Group and Director of USX Corporation in 1991, President and Chief Operating Officer of USX Corporation in 1994 and Chairman of the Board of Directors and Chief Executive Officer effective July 1995. He retired from United States Steel Corporation as Chief Executive Officer in September 2004 and as non-executive Chairman of the Board in February 2006. Mr. Usher serves on the Boards of Directors of H. J. Heinz Company, The PNC Financial Services Group, Inc. and PPG Industries, Inc. Mr. Usher is a member of the Board of Trustees of the University of Pittsburgh and the Board of Directors of the Extra Mile Education Foundation. Mr. Usher has in-depth knowledge of the petroleum industry and has led a large industrial firm. His service on other boards of directors of public companies has also given him exposure to varying approaches to governance and leadership. Consequently, he is well positioned as our Chairman to guide our Board in its strategic focus and risk oversight functions.

Continuing Class III Directors Current Terms Expiring in 2014:

Gary R. Heminger

Director since 2011

President and Chief Executive Officer, Marathon Petroleum Corporation Age 59

Mr. Heminger earned a bachelor s degree in accounting from Tiffin University in 1976, and a master s degree in business administration from the University of Dayton in 1982. He is a graduate of the Wharton School Advanced Management Program at the University of Pennsylvania. Mr. Heminger has served in a variety of capacities in his more than thirty-eight years with Marathon. In addition to five years in various financial and administrative roles, he spent three years in London as part of the Brae Project, and held several marketing and commercial roles with the predecessor of Speedway LLC. He also served as President of Marathon Pipe Line Company. Mr. Heminger was named Vice President of Business Development for Marathon Ashland Petroleum LLC upon its formation in January 1998, Senior Vice President in 1999 and Executive Vice President in 2001. Mr. Heminger was appointed President of Marathon Petroleum Company LLC in September 2001 and Executive Vice President-Downstream of Marathon Oil Corporation. He assumed his current position in July 2011. Mr. Heminger is Chairman of the Board and Chief Executive Officer of MPLX GP LLC, the general partner of MPLX LP. Mr. Heminger is Chairman of the Board of Trustees of Tiffin University and is a member of the Oxford Institute for Energy Studies. He also serves on the Boards of Directors of Fifth Third Bancorp, JobsOhio, the American Petroleum Institute, where he serves on the Executive Committee, as well as the Board of Directors and Executive Committee for the American Fuel & Petrochemical Manufacturers and the U.S.-Saudi Arabian Business Council Executive Committee. Mr. Heminger has extensive knowledge of all aspects of our business. He leverages that expertise in terms of advising on the strategic direction of the Company and apprising our Board on issues of significance to both our Company and our industry.

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John W. Snow

Director since 2011

Chairman, Cerberus Capital Management, L.P.   Age 73

Mr. Snow graduated from the University of Toledo in 1962 with a bachelor s degree. He also holds a master s degree from Johns Hopkins University, a doctorate in economics from the University of Virginia and a law degree from George Washington University. He joined Cerberus Capital Management, L.P. as non-executive Chairman in October 2006 and continues in that capacity today. Mr. Snow was sworn into office as U.S. Secretary of the Treasury in February 2003, where he served until leaving office in June 2006. Prior to becoming Secretary of the Treasury, he served as Chairman and Chief Executive Officer of CSX Corporation. He also held several high-ranking positions in the Department of Transportation during the Ford Administration. Mr. Snow also serves on the Boards of Directors of Verizon Communications, Inc. and International Airlines Group. He is a former Co-Chairman of the Conference Board s Blue-Ribbon Commission on Public Trust and Private Enterprise. He also served as Co-Chairman of the National Commission on Financial Institution Reform, Recovery and Enforcement. Prior to serving as Secretary of the Treasury, Mr. Snow served on various corporate and nonprofit boards, including the Amerigroup Corporation, the American Enterprise Institute and Johns Hopkins University. Through his experience as Chairman of a leading private investment firm, Secretary of the Treasury and Chairman and Chief Executive Officer of a large public company, Mr. Snow is uniquely positioned to contribute to our Board on an array of issues.

John P. Surma

Director since 2011

Chairman and Chief Executive Officer, United States Steel Corporation   Age 58

Mr. Surma graduated from Pennsylvania State University with a bachelor of science degree in accounting. He has served in various executive leadership positions since joining United States Steel Corporation in 2002. Mr. Surma joined Marathon Oil Company as Senior Vice President, Finance & Accounting in 1997. He was named President, Speedway SuperAmerica LLC in 1998 and Senior Vice President, Supply & Transportation of Marathon Ashland Petroleum LLC in 2000. He was appointed President of Marathon Ashland Petroleum LLC in 2001. Prior to joining Marathon, he worked for Price Waterhouse LLP where he was admitted to the partnership in 1987. Mr. Surma is a member of the Boards of Directors of MPLX GP LLC, the American Iron and Steel Institute, the World Steel Association, Ingersoll-Rand plc and the Federal Reserve Bank of Cleveland. Mr. Surma is also a former Director of The Bank of New York Mellon Corporation. Mr. Surma is currently a member of both the National Petroleum Council and The Business Council. He was appointed by President Barack Obama to the President s Advisory Committee for Trade Policy and Negotiations and serves as Vice Chairman. As the current Chairman and Chief Executive Officer of a large industrial firm, Mr. Surma has direct insight into many of the same challenges faced by our Company. In addition, his broad experience provides him a detailed level of operational knowledge that enhances his ability to contribute on our Board.

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Continuing Class I Directors Current Terms Expiring in 2015:

David A. Daberko

Director since 2011

Retired Chairman of the Board, National City Corporation Age 67

Mr. Daberko graduated from Denison University with a bachelor s degree and from Case Western Reserve University with a master s degree in business administration. He joined National City Bank in 1968, where he held a number of management positions. In 1985, he led the assimilation of the former BancOhio National Bank into National City Bank, Columbus. In 1987, Mr. Daberko was elected Deputy Chairman of the corporation and President of National City Bank in Cleveland. He served as President and Chief Operating Officer from 1993 until 1995 when he was named Chairman of the Board and Chief Executive Officer. He retired as Chief Executive Officer in June 2007 and as Chairman of the Board in December 2007. Mr. Daberko serves as Chairman of the Board of Access Midstream Partners, L.P. and on the Boards of Directors of MPLX GP LLC and RPM International, Inc. He is a Trustee of Case Western Reserve University, University Hospitals Health System and Hawken School. Mr. Daberko is one of the named financial experts serving on our Audit Committee. With thirty-nine years of experience in the banking industry, Mr. Daberko brings extensive knowledge of the financial services and investment management sector to our Board. He draws upon this depth of experience in his role as Chair of our Audit Committee.

Donna A. James

Director since 2011

Managing Director, Lardon & Associates, LLC Age 55

Ms. James graduated from North Carolina Agricultural and Technical State University with a bachelor of science degree in accounting. Before joining Lardon & Associates, LLC, she served in leadership positions with Nationwide Insurance and Financial Services where she served as President, Nationwide Strategic Investments. Prior to that, she was Executive Vice President and Chief Administrative Officer and held other executive positions at Nationwide, including that of Executive Vice President and Chief Human Resources Officer. Her responsibilities included leading several U.S. and internationally-based subsidiary companies, a venture capital fund and new business development teams with responsibility for emerging opportunities in financial services. Ms. James is presently Managing Director of Lardon & Associates, LLC, a business and executive advisory services firm. Additionally, she serves as a Director for public companies including Time Warner Cable, Inc. and Limitedbrands, Inc. Ms. James also previously served, within the last five years, as a Director of CNO Financial Group, Inc. and Coca-Cola Enterprises, Inc. Ms. James was appointed by President Barack Obama as Chair of the National Women s Business Council, a non-partisan advisory council to President Obama, Congress and the Small Business Administration on economic development of women-owned businesses. With these qualifications, Ms. James offers a valuable perspective on a range of topics impacting our business, including financial reporting, risk management and human resources. She also draws upon her broad executive experience in providing insight on matters of corporate management.

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Charles R. Lee

Director since 2011

Retired Chairman of the Board, Verizon Communications, Inc. Age 73

Mr. Lee received his bachelor s degree in metallurgical engineering from Cornell University and a master s degree in business administration with distinction from the Harvard Graduate School of Business Administration. He served in various financial and management positions before becoming Senior Vice President of Finance for Penn Central Corporation, and then Columbia Pictures Industries, Inc. In 1983, Mr. Lee joined GTE Corporation (which merged with Bell Atlantic Corporation to form Verizon Communications, Inc. in 2000) as Senior Vice President of Finance, and in 1986 was named Senior Vice President of Finance and Planning. He was elected President, Chief Operating Officer and a Director in December 1988 and was elected Chairman of the Board and Chief Executive Officer of GTE in 1992. Mr. Lee served as Chairman of the Board and Co-Chief Executive Officer of Verizon Communications from June 2000 through March 2002 and served as non-executive Chairman of the Board from April 2002 to December 2003. Mr. Lee serves on the Boards of Directors of United States Steel Corporation and DIRECTV. He previously served, within the last five years, as a Director for The Proctor & Gamble Company and United Technologies Corporation. Mr. Lee is a member of the Board of Overseers of Weill Cornell Medical College. He is also a Trustee Emeritus and Presidential Councilor of Cornell University. Mr. Lee is one of the named financial experts serving on our Audit Committee. Mr. Lee has a broad range of expertise applicable to our business. He has led technology and communications companies and has an extensive background in finance, all of which make him a significant contributor on our Board.

Seth E. Schofield

Director since 2011

Retired Chairman and Chief Executive Officer, USAir Group Age 73

Mr. Schofield graduated from the Harvard Business School Program for Management Development in 1975. He served in various corporate staff positions after joining USAir, Inc. in 1957 and became Executive Vice President of Operations in 1981. Mr. Schofield served as President and Chief Operating Officer of USAir from 1990 until 1991. He was elected President and Chief Executive Officer in 1991 and became Chairman of the Boards of USAir Group and USAir, Inc. in 1992. He retired in January 1996. Mr. Schofield is the Presiding Director of United States Steel Corporation and Chairman of the Board of Calgon Carbon Corporation. Mr. Schofield oversaw a large operational-focused business and brings that relevant insight to our Board. Also, through his experience as a chairman and chief executive officer and as a director on the boards of other public companies, he has gained an in-depth knowledge on matters of executive compensation and corporate governance. As Chair of our Compensation Committee, Mr. Schofield draws upon this expertise.

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PROPOSALS OF THE BOARD *(continued)*

Proposal No. 2 Ratification of Independent Auditor for 2013

Our Audit Committee has selected PricewaterhouseCoopers LLP (which we refer to as PricewaterhouseCoopers), an independent registered public accounting firm, as our independent auditor to audit the Company s books and accounts for the year ending December 31, 2013. PricewaterhouseCoopers served as our independent auditor in 2012. While our Audit Committee is responsible for appointing, replacing, compensating and overseeing the work of the independent auditor, we are requesting, as a matter of good corporate governance, our shareholders ratify the appointment of PricewaterhouseCoopers as our independent auditor for 2013. If our shareholders fail to ratify this appointment, our Audit Committee will reconsider whether to retain PricewaterhouseCoopers and may retain that firm or another firm without resubmitting the matter to our shareholders. Even if the appointment is ratified, our Audit Committee may, in its discretion, direct the appointment of a different independent auditor at any time during the year if it determines such change would be in the Company s best interest and in the best interests of our shareholders.

We expect representatives of PricewaterhouseCoopers to be present at our Annual Meeting, with an opportunity to make a statement if they desire to do so, and to be available to respond to appropriate questions from our shareholders.

Your Board of Directors recommends you vote FOR Proposal No. 2.

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PROPOSALS OF THE BOARD *(continued)*

Proposal No. 3 Shareholder Advisory Vote to Approve the Compensation of the Company s Named Executive Officers

Pursuant to Section 14A of the Exchange Act, we seek your advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement.

Although this vote is nonbinding, the Compensation Committee values your opinion and expects to consider the voting results when making future decisions about named executive officer compensation. The next advisory vote on the compensation of our named executive officers will take place at our 2014 Annual Meeting.

Additionally, we think constructive dialogue with our shareholders provides meaningful feedback about specific named executive officer compensation practices and programs and encourage shareholders to communicate directly with both management of the Company and the Compensation Committee about named executive officer compensation. Shareholders may contact the Compensation Committee Chair to provide input on named executive officer compensation matters at any time by email at: compchair@marathonpetroleum.com.

Shareholders may also contact management to provide input on named executive officer compensation matters at any time by contacting Pamela K.M. Beall, Vice President, Investor Relations and Government & Public Affairs by email at: pkbeall@marathonpetroleum.com.

As described in the Compensation Discussion and Analysis section of this Proxy Statement, our Compensation Committee has effectively established executive compensation programs that reflect both Company and individual performance. Executive compensation decisions are made in order to attract, motivate, retain and reward talented executives, with a focus on delivering business results and value to our shareholders.

Our Compensation Committee consistently exercises care and discipline in determining executive compensation. Our Board of Directors urges you to review carefully the Compensation Discussion and Analysis that describes our compensation philosophy and programs in greater detail and to approve the following resolution:

RESOLVED, that the compensation paid to the Company s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including in the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Your Board of Directors recommends you vote FOR Proposal No. 3.

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PROPOSALS OF THE BOARD *(continued)*

Proposal No. 4 Approval of Amendment to our Restated Certificate of Incorporation

Our Restated Certificate of Incorporation currently provides for a classified board structure in which our directors are elected by shareholders for terms of three years and hold office until their successors are elected and qualify. One of the three classes is elected each year to succeed the directors whose terms are expiring. As of the 2013 Annual Meeting, the terms for the directors in Classes I, II and III of the Board of Directors expire in 2015, 2013 and 2014, respectively. One class of directors is elected at each annual meeting, and a director s term of office generally continues until the third annual meeting of shareholders following his or her election and until his or her successor is elected and qualified.

The Board has considered the advantages and disadvantages of both a classified and declassified board structure. While the Board believes a classified structure provides stability and continuity, as well as protection against certain abusive and unfair takeover tactics, it also recognizes the merit of annual director elections and is proposing the elimination of our classified board structure over a three-year period beginning at the 2015 Annual Meeting. The phasing in of annual elections of directors over this period is designed so that the term of any incumbent director will not be shortened, and to ensure a smooth transition to a system of annual elections of all of our directors.

Accordingly, the Board, upon the recommendation of the Corporate Governance and Nominating Committee, has approved an amendment to our Restated Certificate of Incorporation that would eliminate, over a three-year period beginning at the 2015 Annual Meeting, the classified structure of our Board and provide for the annual election of all directors beginning at the 2017 Annual Meeting.

The proposed amendment to our Restated Certificate of Incorporation as described in this Proposal No. 4 is qualified in its entirety by reference to the full text of the Amended and Restated Certificate of Incorporation, as amended and restated by the proposed amendment, attached as Appendix I to this Proxy Statement. For ease of reference, a marked copy of the Amended and Restated Certificate of Incorporation, as amended and restated by the proposed amendment, is attached as Appendix II, with the deleted text revealed in strikethrough format and the added text as double-underlined.

Additionally, our Bylaws currently provide for a classified board structure in reliance on comparable provisions to those contained in our Restated Certificate of Incorporation. If this Proposal No. 4 to amend our Restated Certificate of Incorporation is approved by the requisite number of shares of our outstanding common stock, then our Board will separately amend our Bylaws at the meeting of the Board immediately following the 2013 Annual Meeting to eliminate, over a three-year period beginning with the 2015 Annual Meeting, the classified structure of our Board and provide for the annual election of all directors beginning with the 2017 Annual Meeting.

If this Proposal No. 4 to amend our Restated Certificate of Incorporation is approved by the requisite number of shares of our outstanding common stock, the Class II Directors elected at the 2013 Annual Meeting and the Class III Directors elected at the 2014 Annual Meeting will be elected for a three-year term as is currently provided within our Restated Certificate of Incorporation. At the 2015 Annual Meeting, Class I Directors would stand for election to serve for a one-year term. At the 2016 Annual Meeting, Class I and Class II Directors would stand for election to serve for a one-year term. At the 2017 Annual Meeting and thereafter, all directors would stand for election for a one-year term. Directors elected to fill any vacancy on the Board or to fill newly-created director positions resulting from an increase in the number of directors would serve the remainder of the term of that position.

If the proposed amendment to our Restated Certificate of Incorporation is not approved by the requisite number of shares of our outstanding common stock, our classified board structure will remain in place.

Your Board of Directors recommends you vote FOR Proposal No. 4.

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AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed Marathon Petroleum s audited financial statements and its report on internal controls over financial reporting for 2012 with Marathon Petroleum s management. The AudiDING-LEFT:9px; MARGIN-TOP:0px; PADDING-RIGHT:9px" valign=top>

8-K Current Report dated June 29, 2007*

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Code of Ethics

December 31, 2003 10-KSB Annual Report*

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Subsidiaries of the Company

December 31, 2004 10-KSB Annual Report*

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Exhibit No.	Title of Document	Location if other than attached hereto
31.1	302 Certification of Kim Boyce	
31.2	302 Certification of Keith Merrell	
32	906 Certification	

Exhibits

Additional Exhibits Incorporated by Reference

*	Reflect California Reorganization	8-K Current Report dated December 31, 2003
*	JMST Acquisition	8-K Current Report dated April 4, 2006
*	Cryomastor Reorganization	8-K Current Report dated September 27, 2006
*	Image Labs Merger Agreement Signing	8-K Current Report dated November 15, 2006
*	All Temp Merger Agreement Signing	8-K Current Report dated November 17, 2006
*	All Temp Merger Agreement Closing	8-KA Current Report dated November 17, 2006
*	Image Labs Merger Agreement Closing	8-KA Current Report dated November 15, 2006

* Previously filed and incorporated by reference.

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, thereunto duly authorized.

Reflect Scientific, Inc.

(Registrant)

Date:

August 14, 2017

By: /s/ Kim Boyce

Kim Boyce, CEO, President and Director

Date:

August 14, 2017

By: /s/ Tom Tait

Tom Tait, Vice President and Director

Date:

August 14, 2017

By: /s/ Keith Merrell

Keith Merrell, CFO, Principal Financial

Officer

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