

Edgar Filing: MPLX LP - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marathon Petroleum Corp 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MPC Investment LLC 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MPLX GP LLC 200 E. HARDIN STREET FINDLAY, OH 45840	X			
MPLX Logistics Holdings LLC 200 E. HARDIN STREET FINDLAY, OH 45840		X		

Signatures

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer, Marathon Petroleum Corporation	04/04/2016
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer, MPC Investment LLC	04/04/2016
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Vice President and Corporate Secretary, MPLX GP LLC	04/04/2016
__Signature of Reporting Person	Date
/s/ Molly R. Benson, Assistant Secretary, MPLX Logistics Holdings LLC	04/04/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by Marathon Petroleum Corporation ("MPC"), MPC Investment LLC ("MPC Investment"), MPLX GP LLC (the "General Partner") and MPLX Logistics Holdings LLC ("MPLX Logistics Holdings"). MPC Investment, a direct wholly-owned subsidiary of MPC, owns all of the membership interests in both the General Partner and MPLX Logistics Holdings. Accordingly, the General Partner and MPLX Logistics Holdings are both indirect wholly-owned subsidiaries of MPC.

(2) The General Partner owns a 2% general partner interest in the Issuer. MPC Investment owns all of the membership interest in the General Partner and MPC owns all of the membership interest in MPC Investment. Accordingly, MPC and MPC Investment both may be deemed to indirectly beneficially own the securities of the Issuer directly held by the General Partner, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

(3) Pursuant to the Membership Interests Contribution Agreement dated March 14, 2016, among the Issuer, MPLX Logistics Holdings, the General Partner, and MPC Investment, on March 31, 2016, the Issuer acquired all of the membership interests in Hardin Street Marine LLC from MPC Investment through a series of intercompany contributions in exchange for Issuer equity valued at approximately \$600 million, consisting of: 22,534,002 common units issued to MPLX Logistics Holdings and 459,878 general partner units issued to the General Partner. The common units issued were calculated by dividing \$588 million by \$26.0939, the simple average of the Issuer's 10-day trailing volume weighted average NYSE price for the 10 trading days preceding March 14, 2016. MPC and MPC Investment both may be deemed to indirectly beneficially own the securities of the Issuer directly held by MPLX Logistics Holdings, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

(4) The General Partner directly owns 7,506,460 general partner units, representing its 2% general partner interest in the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.