

MPLX LP

Form 4

September 06, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Marathon Petroleum Corp

(Last) (First) (Middle)

539 S. MAIN STREET,

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
 Symbol

MPLX LP [MPLX]

3. Date of Earliest Transaction
 (Month/Day/Year)

09/02/2016

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Units	09/02/2016		D(1)	28,554,313 (1) (2) (3)	D 1 0	I	See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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SEC 1474
 (9-02)

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

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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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marathon Petroleum Corp 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MARKWEST HYDROCARBON L.L.C. 1515 ARAPAHOE STREET TOWER 1, SUITE 1600 DENVER, CO 80202	X	X		
MPC Investment LLC 539 S. MAIN STREET FINDLAY, OH 45840	X	X		
MPLX Holdings Inc. 539 S. MAIN ST. FINDLAY, OH 45840	X	X		
MPLX Logistics Holdings LLC 200 E. HARDIN STREET FINDLAY, OH 45840	X	X		
MPLX GP LLC 200 E. HARDIN STREET FINDLAY, OH 45840	X	X		

Signatures

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer,
Marathon Petroleum Corporation

09/06/2016

 **Signature of Reporting Person

Date _____

/s/ Molly R. Benson, Director and Secretary of the Member of MarkWest Hydrocarbon, L.L.C., MPLX Holdings Inc.

09/06/2016

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__Signature of Reporting Person

Date

/s/ Molly R. Benson, Vice President, Corporate Secretary and Chief Compliance Officer,
MPC Investment LLC

09/06/2016

__Signature of Reporting Person

Date

/s/ Molly R. Benson, Director and Secretary, MPLX Holdings Inc.

09/06/2016

__Signature of Reporting Person

Date

/s/ Molly R. Benson, Assistant Secretary, MPLX Logistics Holdings LLC

09/06/2016

__Signature of Reporting Person

Date

/s/ Molly R. Benson, Vice President and Corporate Secretary, MPLX GP LLC

09/06/2016

__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) Pursuant to a Master Reorganization Agreement effective September 1, 2016 by and among MPLX Holdings Inc. ("Holdings"), MarkWest Energy Partners, L.P., MWE GP LLC, MPLX LP ("MPLX"), MPLX GP LLC ("the "General Partner"), MPC Investment LLC ("MPC Investment"), MPLX Logistics Holdings LLC ("Logistics Holdings") and MarkWest Hydrocarbon, L.L.C. ("Hydrocarbon"), all issued and outstanding Class A Units representing limited partner interests of MPLX were exchanged for newly issued common units representing limited partner interests of MPLX on a one-to-one conversion, eliminating all issued and outstanding Class A Units representing limited partner interests of MPLX.

(2) This Form 4 is filed jointly by Marathon Petroleum Corporation ("MPC"), MPC Investment, the General Partner, Logistics Holdings, Holdings and Hydrocarbon, with respect to the Issuer's Class A Units.

(3) The General Partner directly owns 7,193,467 general partner units, representing its 2% general partner interest in the Issuer. MPC Investment owns all of the membership interests or stock in the General Partner, Logistics Holdings and Holdings, and MPC owns all of the membership interests in MPC Investment. Accordingly, MPC, MPC Investment and Holdings may be deemed to have indirectly beneficially owned the securities of the Issuer directly held by the General Partner, Logistics Holdings and Hydrocarbon but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

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

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