

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 Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §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 all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



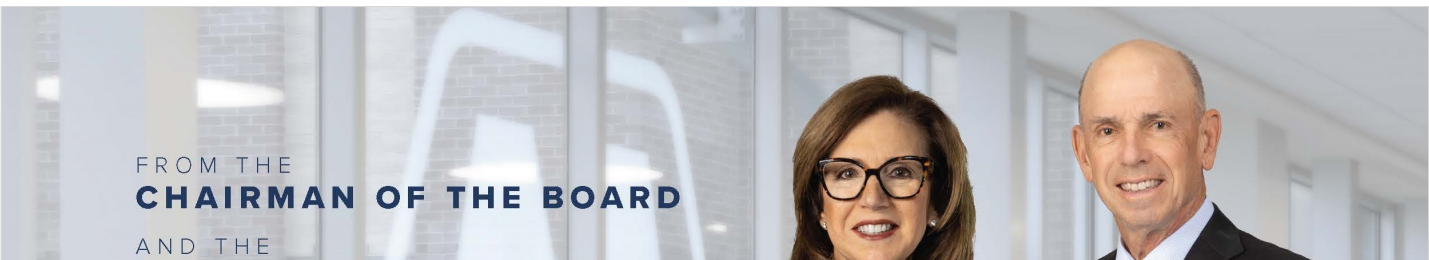


MARATHON PETROLEUM
CORPORATION

2026

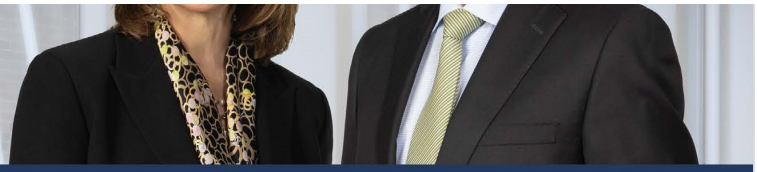
**NOTICE OF ANNUAL MEETING
AND PROXY STATEMENT**

WEDNESDAY
APRIL 29, 2026
10 AM EDT



FROM THE
CHAIRMAN OF THE BOARD
AND THE





Fellow Shareholders,

On behalf of the Board of Directors and the entire Marathon Petroleum Corporation team, we are pleased to invite you to attend our 2026 Annual Meeting of Shareholders on April 29, 2026.

A Culture Grounded in Safety

Safe, reliable operations are the foundation of our company. In 2025, our teams continued to demonstrate strong safety leadership across our refineries, midstream assets and terminals. We delivered our strongest companywide process safety performance in the last four years and achieved seven-year lows in our companywide Designated Environmental Incidents and OSHA recordable injury rates. Holding ourselves accountable to the highest safety standards protects our people, our communities, our assets, and our license to operate so that we can meet the opportunities ahead.

Sustained Financial Performance

MPC's strong performance over the past year reflects our team's disciplined planning, operational rigor and commercial excellence. For the full year, we achieved margin capture of 105% and refining utilization of 94%, demonstrating the reliability and competitiveness of our fully integrated value chain. We generated \$8.3 billion in cash from operations reinvested back into the business to enhance our competitiveness and advance high-return investment opportunities. Reflecting our commitment to create exceptional value for our shareholders, we returned \$4.5 billion in 2025 through share repurchases and dividends. In our midstream segment, MPLX continued to grow its distributions, differentiating MPC from its peers and supporting our commitment to industry-leading capital return.

Strong Corporate Governance

We believe our steadfast commitment to high ethical standards and strong corporate governance benefits our company and our shareholders. The Board's corporate governance framework supports responsible leadership, management oversight, transparent reporting, and alignment between our strategic priorities and the interests of our shareholders. We encourage you to read this Proxy Statement, as it provides information regarding our corporate governance policies and practices, as well as other information you need to make informed decisions about the matters on which you are being asked to vote.

Board Leadership Transition

Maryann Mannen, our President and Chief Executive Officer, was elected Chairman of the Board, effective January 1, 2026, succeeding Mike Hennigan, our former Executive Chairman, who retired from the Board effective January 1. Mike's leadership has been instrumental in shaping MPC's strategy, strengthening our competitive position and delivering sustained value for shareholders. We are deeply grateful for his contributions and wish him the very best in his retirement.

We remain confident in the opportunities ahead and firmly committed to the disciplined, shareholder-focused strategy that has guided our success. Thank you for your continued trust and investment in Marathon Petroleum Corporation.

Sincerely,

Maryann T. Mannen
Chairman, President and Chief Executive Officer

John P. Surma
Independent Lead Director

