

Heminger Gary R.
Form 4
December 26, 2018

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 *
Heminger Gary R.

(Last) (First) (Middle)

C/O MPLX LP, 200 E. HARDIN
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)

12/20/2018

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)

Chairman, CEO

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)
Common Units (Limited Partner Interests)	12/20/2018		A	5,265 A	\$ 31.255	105,984 ⁽¹⁾	D
Common Units (Limited Partner Interests)	12/20/2018		F	3,167 D	\$ 31.255	102,817	D
Common Units					26,750	I	By Revocable

(Limited Partner Interests)			Trust ⁽²⁾
Common Units (Limited Partner Interests)	1,576.612 ⁽³⁾ <u>(4)</u>	I	As UTMA custodian for minor grandchild 1
Common Units (Limited Partner Interests)	1,576.612 ⁽³⁾ <u>(4)</u>	I	As UTMA custodian for minor grandchild 2
Common Units (Limited Partner Interests)	1,576.612 ⁽³⁾ <u>(4)</u>	I	As UTMA custodian for minor grandchild 3
Common Units (Limited Partner Interests)	1,576.612 ⁽³⁾ <u>(4)</u>	I	As UTMA custodian for minor grandchild 4
Common Units (Limited Partner Interests)	1,576.612 ⁽³⁾ <u>(4)</u>	I	As UTMA custodian for minor grandchild 5
Common Units (Limited Partner Interests)	1,500 ⁽³⁾ ⁽⁴⁾	I	As UTMA custodian for minor grandchild 6
Common Units (Limited Partner Interests)	95,780 ⁽⁵⁾ <u>(6)</u>	I	By GRAT <u>(6)</u>

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Heminger Gary R. C/O MPLX LP 200 E. HARDIN STREET FINDLAY, OH 45840	X		Chairman, CEO	

Signatures

/s/ Molly R. Benson, Attorney-in-Fact for Gary R. Heminger

12/26/2018

__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) Adjusted to reflect the fact the tax withholding reported on the Form 4 filed on October 3, 2018 did not occur and adjusted per footnote five below.
- (2) By Gary R. Heminger Revocable Trust.
- (3) The reporting person disclaims beneficial ownership of these units, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The units are held in UTMA accounts for the benefit of Mr. Heminger's minor grandchildren. Mr. Heminger is the custodian and maintains investment control over the accounts.
- (5) On December 21, 2018 the Reporting Person contributed 95,780 units to a grantor retained annuity trust ("GRAT") for the benefit of himself and his two adult children. These trust holdings consist of those units, which were previously reported as directly owned on prior Forms 4.
- (6) By Gary R. Heminger Irrevocable GRAT.

Remarks:

The Reporting Person is the Chairman of the Board of Directors and the Chief Executive Officer of MPLX GP LLC, the general partner of MPLX LP.

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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