

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Foster Paul L</u> (Last) (First) (Middle) <u>19100 RIDGEWOOD PARKWAY</u> (Street) <u>SAN ANTONIO TX 78259</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANDEAVOR [ANDV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2018		S ⁽¹⁾		304	D	\$143.6 ⁽²⁾	1,341,288	D	
Common Stock	05/30/2018		S ⁽¹⁾		680	D	\$144.73 ⁽³⁾	1,340,608	D	
Common Stock	05/30/2018		S ⁽¹⁾		3,613	D	\$145.62 ⁽⁴⁾	1,336,995	D	
Common Stock	05/30/2018		S ⁽¹⁾		1,283	D	\$146.16 ⁽⁵⁾	1,335,712	D	
Common Stock	05/30/2018		S ⁽¹⁾		1,216	D	\$143.6 ⁽²⁾	6,086,671	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/30/2018		S ⁽¹⁾		2,720	D	\$144.73 ⁽³⁾	6,083,951	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/30/2018		S ⁽¹⁾		14,452	D	\$145.62 ⁽⁴⁾	6,069,499	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/30/2018		S ⁽¹⁾		5,132	D	\$146.16 ⁽⁵⁾	6,064,367	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		2,095	D	\$145.18 ⁽⁶⁾	1,333,617	D	
Common Stock	05/31/2018		S ⁽¹⁾		1,873	D	\$146.38 ⁽⁷⁾	1,331,744	D	
Common Stock	05/31/2018		S ⁽¹⁾		340	D	\$147.36 ⁽⁸⁾	1,331,404	D	
Common Stock	05/31/2018		S ⁽¹⁾		720	D	\$148.38 ⁽⁹⁾	1,330,684	D	
Common Stock	05/31/2018		S ⁽¹⁾		752	D	\$149.25 ⁽¹⁰⁾	1,329,932	D	
Common Stock	05/31/2018		S ⁽¹⁾		100	D	\$149.95 ⁽¹¹⁾	1,329,832	D	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/31/2018		S ⁽¹⁾		8,378	D	\$145.18 ⁽⁶⁾	6,055,989	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		7,494	D	\$146.38 ⁽⁷⁾	6,048,495	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		1,360	D	\$147.36 ⁽⁸⁾	6,047,135	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		2,880	D	\$148.38 ⁽⁹⁾	6,044,255	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		3,008	D	\$149.25 ⁽¹⁰⁾	6,041,247	I	By Franklin Mountain Investments Limited Partnership
Common Stock	05/31/2018		S ⁽¹⁾		400	D	\$149.95 ⁽¹¹⁾	6,040,847	I	By Franklin Mountain Investments Limited Partnership

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title	Amount or Number of Shares			

Explanation of Responses:

- Represents a sale effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$142.97 to \$143.93. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$144.25 to \$144.95. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$144.97 to \$145.96. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$145.97 to \$146.48. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$144.82 to \$145.75. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$145.89 to \$146.80. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$146.83 to \$147.79. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$147.84 to \$148.81. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.

10. The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$148.82 to \$149.75. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.

11. The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$149.84 to \$150.23. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions reported herein were effected.

Remarks:

/s/Elisa D. Watts, Attorney-in-
Fact for Paul L. Foster 06/01/2018

** Signature of Reporting Person Date

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

* 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).

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

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