

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>WARNER CYNTHIA J</u> (Last) (First) (Middle) <u>19100 RIDGEWOOD PARKWAY</u> (Street) <u>SAN ANTONIO TX 78259-1828</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANDEAVOR [ANDV]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Operations</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	10/01/2018		A		24,481	A	(1)	62,965	D	
Common Stock	10/01/2018		D		62,965	D	(2)	0	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Market Stock Units	(3)	10/01/2018		D			18,570	(3)	(3)	Common Stock	18,570	(3)	0	D	

Explanation of Responses:

1. Vesting of Total Shareholder Return ("TSR")-based performance share award previously granted under the Issuer's Amended and Restated 2011 Long-Term Incentive Plan. The performance share award was accelerated upon the change of control of the Issuer pursuant to the Agreement and Plan of Merger, dated as of April 29, 2018, by and among the Issuer, Marathon Petroleum Corporation ("MPC"), Mahi Inc. and Mahi LLC (as amended, the "Merger Agreement"), and performance was certified by the Compensation Committee.

2. Pursuant to the Merger Agreement, at the effective time, each outstanding share of the Issuer's common stock was cancelled and became exchangeable for, at the holder's election, either \$152.27 in cash or 1.87 shares of MPC common stock, subject to an allocation and proration whereby the outstanding shares of Issuer's common stock would be exchanged for approximately \$3.5 billion in cash with the balance of shares exchanged for MPC shares. The TSR-based performance share award referenced above was assumed by MPC and converted into a time-based restricted stock unit award denominated in a number of MPC shares equal to the number of shares certified by the Compensation Committee as to performance for such award multiplied by 1.87.

3. Pursuant to the Merger Agreement, at the effective time, each outstanding market stock unit award was assumed by MPC and converted into a time-based restricted stock unit award denominated in a number of MPC shares equal to the number of shares certified by the Compensation Committee as to performance for such award multiplied by 1.87.

Remarks:

/s/ Elisa D. Watts, Attorney-in-Fact for Cynthia J Warner 10/03/2018

** 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.

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