

CLARK JANET F  
Form 4  
March 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CLARK JANET F

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARATHON OIL CORP [MRO]

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Executive V.P. and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
			Code	V	Amount or Price		
Marathon Oil Corporation Common Stock	02/28/2011		F		2,698	D	\$ 49.45 208,609
Marathon Oil Corporation Common Stock	02/28/2011		M		150,800	A	\$ 16.805 359,409
	02/28/2011		D		50,786	D	\$ 49.9 308,623

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Marathon  
Oil  
Corporation  
Common  
Stock

Marathon  
Oil

Corporation	02/28/2011	F	34,541	D	\$ 49.9	274,082	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	300	D	\$ 49.45	273,782	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	18,525	D	\$ 49.46	255,257	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	18,010	D	\$ 49.47	237,247	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	6,158	D	\$ 49.48	231,089	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	4,300	D	\$ 49.49	226,789	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	12,600	D	\$ 49.5	214,189	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	4,680	D	\$ 49.51	209,509	D
Common Stock							

	02/28/2011	S	900	D		208,609	D
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Marathon  
Oil  
Corporation  
Common  
Stock

\$  
49.515

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)

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 Underlying Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 16.805	02/28/2011		M	150,800	05/26/2005 <sup>(1)</sup> - 05/26/2014	Common Stock

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK JANET F C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Executive V.P. and CFO	

**Signatures**

R. J. Kolencik, Attorney-in-Fact for Janet F. Clark  
Date: 03/02/2011

\*\*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) Vested in cumulative annual installments of 84,933, 84,933 and 84,934 shares on May 26, 2005, 2006 and 2007, respectively.
- 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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