

Heminger Gary R
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
Heminger Gary R

(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)
06/30/2011

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. - Downstream

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)
				(A) or (D) Code V Amount (D) Price			
Marathon Oil Corporation Common Stock	06/30/2011		J ⁽¹⁾	59,500 D \$ 0	133,452.086 ⁽²⁾	D	

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

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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 of Underlying Security (Instr. 5)
					V	(A)	(D)	Date Exercisable	
Stock Appreciation Right	\$ 16.805	06/30/2011		J ⁽³⁾		78,200	05/26/2005 ⁽⁴⁾	05/26/2014	Common Stock
Stock Appreciation Right	\$ 10.53	06/30/2011		J ⁽³⁾		74,456	05/26/2007	05/26/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.825	06/30/2011		J ⁽⁵⁾		77,000	05/25/2006 ⁽⁶⁾	05/25/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 14.93	06/30/2011		J ⁽⁵⁾		73,319	05/25/2008	05/25/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 37.818	06/30/2011		J ⁽⁵⁾		75,600	06/01/2007 ⁽⁷⁾	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.69	06/30/2011		J ⁽⁵⁾		71,959	06/01/2009	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 61.05	06/30/2011		J ⁽⁵⁾		74,600	05/30/2008 ⁽⁸⁾	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 38.25	06/30/2011		J ⁽⁵⁾		71,024	05/30/2010	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 54.36	06/30/2011		J ⁽⁵⁾		58,000	02/27/2009 ⁽⁹⁾	02/27/2018	Common Stock
Employee Stock Option	\$ 34.06	06/30/2011		J ⁽⁵⁾		55,178	02/27/2011	02/27/2018	Common Stock

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Effective immediately after the spin-off on June 30, 2011, of Marathon Petroleum Corporation ("MPC") by Marathon Oil Corporation ("MRO"), the reporting person ceased to be an officer of Marathon Oil Corporation and became an officer of Marathon Petroleum Corporation. In connection with the spin-off, MRO restricted stock awards of MRO officers who became officers of MPC immediately after the spin-off were replaced with substitute MPC restricted stock awards, each of which will generally preserve the value of the original award as of the distribution date.

- (2) Includes dividends of 85,793 shares previously not reported pursuant to Rule 16a-11.

In connection with the spin-off of Marathon Petroleum Corporation ("MPC") on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO vested stock appreciation rights (SARs) were replaced with both adjusted MRO SARs and MPC SARs. Both SARs, when combined, will generally preserve the intrinsic value of the original SAR grant. They will also generally preserve the ratio of exercise price to the fair market value of MRO common stock on the distribution date.

- (3) Vested in cumulative installments on May 26, 2005, 2006 and 2007, respectively.

In connection with the spin-off of Marathon Petroleum Corporation ("MPC") on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that are vested, whether held by a current or former officer of MRO or MPC were adjusted, so that the holders hold stock options to purchase both MRO common stock and MPC common stock. The MRO and MPC stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of exercise price to the fair market value of MRO common stock on the distribution date.

- (5) Vested in cumulative installments on May 25, 2006, 2007 and 2008, respectively.

- (6) Vested in cumulative installments on June 1, 2007, 2008 and 2009, respectively.

- (7) Vested in cumulative installments on May 30, 2008, 2009 and 2010, respectively.

- (8) Vested in cumulative installments on February 27, 2009, 2010 and 2011, respectively.

In connection with the spin-off of Marathon Petroleum Corporation ("MPC") on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that were not vested, and were held by MRO officers who became officers of MPC immediately after the spin-off, were replaced with substitute options to purchase MPC common stock. The substitute MPC options will generally preserve the intrinsic value of each original stock option grant, and also generally preserve the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.

- (10) Vests in cumulative installments of 87,800 and 43,900 shares on February 25, 2011 and 2012, respectively.

- (11) Vests in cumulative installments of 83,575 and 51,784 shares on February 25, 2011 and 2012, respectively.

- (12) Vests in three cumulative annual installments of 43,433, 43,433 and 43,434 shares on February 24, 2011, 2012, and 2013, respectively.

- (13) Vests in three cumulative annual installments of 41,539, 51,245 and 51,246 shares on February 24, 2011, 2012, and 2013, respectively.

- (14) Vests in three cumulative annual installments of 33,433, 33,433 and 33,434 shares on February 23, 2012, 2013, and 2014, respectively.

- (15) Vests in three cumulative annual installments of 39,457, 39,457 and 39,458 shares on February 23, 2012, 2013, and 2014, 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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