

MARATHON OIL CORP  
Form 4  
July 30, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Watkins Gretchen H

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE STREET

(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)  
07/29/2013

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)  
Vice President (See Remarks)

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)	Price			
				Code	V	Amount		
Marathon Oil Corporation Common Stock	07/29/2013		F	435	D	\$ 36.09	43,201	D

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Underlying the Derivative Security (Instr. 5), 11. Transaction Date (Month/Day/Year) (Instr. 5), 12. Derivative Security Code (Instr. 8), 13. Transaction Date (Month/Day/Year) (Instr. 5), 14. Derivative Security Code (Instr. 8), 15. Transaction Date (Month/Day/Year) (Instr. 5), 16. Derivative Security Code (Instr. 8), 17. Transaction Date (Month/Day/Year) (Instr. 5), 18. Derivative Security Code (Instr. 8), 19. Transaction Date (Month/Day/Year) (Instr. 5), 20. Derivative Security Code (Instr. 8), 21. Transaction Date (Month/Day/Year) (Instr. 5), 22. Derivative Security Code (Instr. 8), 23. Transaction Date (Month/Day/Year) (Instr. 5), 24. Derivative Security Code (Instr. 8), 25. Transaction Date (Month/Day/Year) (Instr. 5), 26. Derivative Security Code (Instr. 8), 27. Transaction Date (Month/Day/Year) (Instr. 5), 28. Derivative Security Code (Instr. 8), 29. Transaction Date (Month/Day/Year) (Instr. 5), 30. Derivative Security Code (Instr. 8), 31. Transaction Date (Month/Day/Year) (Instr. 5), 32. Derivative Security Code (Instr. 8), 33. Transaction Date (Month/Day/Year) (Instr. 5), 34. Derivative Security Code (Instr. 8), 35. Transaction Date (Month/Day/Year) (Instr. 5), 36. Derivative Security Code (Instr. 8), 37. Transaction Date (Month/Day/Year) (Instr. 5), 38. Derivative Security Code (Instr. 8), 39. Transaction Date (Month/Day/Year) (Instr. 5), 40. Derivative Security Code (Instr. 8), 41. Transaction Date (Month/Day/Year) (Instr. 5), 42. Derivative Security Code (Instr. 8), 43. Transaction Date (Month/Day/Year) (Instr. 5), 44. Derivative Security Code (Instr. 8), 45. Transaction Date (Month/Day/Year) (Instr. 5), 46. Derivative Security Code (Instr. 8), 47. Transaction Date (Month/Day/Year) (Instr. 5), 48. Derivative Security Code (Instr. 8), 49. Transaction Date (Month/Day/Year) (Instr. 5), 50. Derivative Security Code (Instr. 8), 51. Transaction Date (Month/Day/Year) (Instr. 5), 52. Derivative Security Code (Instr. 8), 53. Transaction Date (Month/Day/Year) (Instr. 5), 54. Derivative Security Code (Instr. 8), 55. Transaction Date (Month/Day/Year) (Instr. 5), 56. Derivative Security Code (Instr. 8), 57. Transaction Date (Month/Day/Year) (Instr. 5), 58. Derivative Security Code (Instr. 8), 59. Transaction Date (Month/Day/Year) (Instr. 5), 60. Derivative Security Code (Instr. 8), 61. Transaction Date (Month/Day/Year) (Instr. 5), 62. Derivative Security Code (Instr. 8), 63. Transaction Date (Month/Day/Year) (Instr. 5), 64. Derivative Security Code (Instr. 8), 65. Transaction Date (Month/Day/Year) (Instr. 5), 66. Derivative Security Code (Instr. 8), 67. Transaction Date (Month/Day/Year) (Instr. 5), 68. Derivative Security Code (Instr. 8), 69. Transaction Date (Month/Day/Year) (Instr. 5), 70. Derivative Security Code (Instr. 8), 71. Transaction Date (Month/Day/Year) (Instr. 5), 72. Derivative Security Code (Instr. 8), 73. Transaction Date (Month/Day/Year) (Instr. 5), 74. Derivative Security Code (Instr. 8), 75. Transaction Date (Month/Day/Year) (Instr. 5), 76. Derivative Security Code (Instr. 8), 77. Transaction Date (Month/Day/Year) (Instr. 5), 78. Derivative Security Code (Instr. 8), 79. Transaction Date (Month/Day/Year) (Instr. 5), 80. Derivative Security Code (Instr. 8), 81. Transaction Date (Month/Day/Year) (Instr. 5), 82. Derivative Security Code (Instr. 8), 83. Transaction Date (Month/Day/Year) (Instr. 5), 84. Derivative Security Code (Instr. 8), 85. Transaction Date (Month/Day/Year) (Instr. 5), 86. Derivative Security Code (Instr. 8), 87. Transaction Date (Month/Day/Year) (Instr. 5), 88. Derivative Security Code (Instr. 8), 89. Transaction Date (Month/Day/Year) (Instr. 5), 90. Derivative Security Code (Instr. 8), 91. Transaction Date (Month/Day/Year) (Instr. 5), 92. Derivative Security Code (Instr. 8), 93. Transaction Date (Month/Day/Year) (Instr. 5), 94. Derivative Security Code (Instr. 8), 95. Transaction Date (Month/Day/Year) (Instr. 5), 96. Derivative Security Code (Instr. 8), 97. Transaction Date (Month/Day/Year) (Instr. 5), 98. Derivative Security Code (Instr. 8), 99. Transaction Date (Month/Day/Year) (Instr. 5), 100. Derivative Security Code (Instr. 8)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), Title, Amount or Number of Shares

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Gretchen H. Watkins, 07/30/2013

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).

Remarks:

Vice President - North America Production Operations

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