

MARATHON OIL CORP
Form 4
June 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
ADKINS ALBERT G

(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)
06/09/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V.P.-Accounting and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership: Beneficial or Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 06/09/2005 | | M | | 9,000 A \$ 25.515 | 29,036 | D |
| COMMON STOCK | 06/09/2005 | | M | | 1,755 A \$ 32.52 | 30,791 | D |
| COMMON STOCK | 06/09/2005 | | M | | 1,300 A \$ 34 | 32,091 | D |
| COMMON STOCK | 06/09/2005 | | S | | 8,700 D \$ 51.53 | 23,391 | D |
| COMMON STOCK | 06/09/2005 | | S | | 355 D \$ 51.55 | 23,036 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| COMMON STOCK | 06/09/2005 | S | 1,700 | D | \$ 51.56 | 21,336 | D |
| COMMON STOCK | 06/09/2005 | S | 1,300 | D | \$ 51.57 | 20,036 | D |
| COMMON STOCK | 06/09/2005 | M | 11,433 | A | \$ 33.61 | 31,469 | D |
| COMMON STOCK | 06/09/2005 | D | 7,458 | D | \$ 51.53 | 24,011 | D |
| COMMON STOCK | 06/09/2005 | F | 1,286 | D | \$ 51.53 | 22,725 | D |

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

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(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 Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 33.61 | 06/09/2005 | | M | 11,433 | 05/26/2005 ⁽¹⁾ | 05/26/2014 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (Right to Buy) | \$ 34 | 06/09/2005 | | M | 1,300 | 05/26/1999 | 05/26/2008 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (Right to Buy) | \$ 32.52 | 06/09/2005 | | M | 1,755 | 05/29/2002 | 05/29/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 25.515 | 06/09/2005 | | M ⁽²⁾ | 9,000 | 05/28/2004 ⁽³⁾ | 05/28/2013 | COMMON STOCK |

(Right to Buy)

Stock

Appreciation \$ 25.515 06/09/2005 M⁽²⁾ 9,000 05/28/2004⁽³⁾ 05/28/2013 COMMON STOCK

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ADKINS ALBERT G C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | | | V.P.-Accounting and Controller | |

Signatures

By: R. J. Kolencik, Attorney-in-Fact for Albert G. Adkins 06/13/2005

__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) Vests in three cumulative annual installments of 11,433, 11,433, and 11,434 shares on May 26, 2005, 2006, and 2007, respectively.
- (2) Exercise of stock option and cancellation of tandem stock appreciation right.
- (3) Vests in three equal annual installments on May 28, 2004, 2005 and 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.