

Roberts David E Jr  
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 \*  
Roberts David E Jr

(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)  
Exec. V.P. - Upstream

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	(D)	Price
Marathon Oil Corporation Common Stock	06/30/2011		J <sup>(1)</sup>		47,510	A	\$ 0
					164,750.019	D	<sup>(2)</sup>

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 37.818	06/30/2011		J <sup>(3)</sup>	37,800	06/01/2007 <sup>(4)</sup>	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.69	06/30/2011		J <sup>(3)</sup>	35,979	06/01/2009	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.51	06/30/2011		J <sup>(3)</sup>	24,000	06/28/2007 <sup>(5)</sup>	06/28/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.38	06/30/2011		J <sup>(3)</sup>	22,847	06/28/2007	06/28/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 61.05	06/30/2011		J <sup>(3)</sup>	41,800	05/30/2008 <sup>(6)</sup>	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 38.25	06/30/2011		J <sup>(3)</sup>	39,796	05/30/2010	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 54.36	06/30/2011		J <sup>(3)</sup>	53,600	02/27/2009 <sup>(7)</sup>	02/27/2018	Common Stock
Employee Stock	\$ 34.06	06/30/2011		J <sup>(3)</sup>	50,992	02/27/2011	02/27/2018	Common Stock

Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 23.82	06/30/2011	<u>J(3)(8)</u>	122,300	02/25/2010 <sup>(9)</sup>	02/25/2019	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 14.92	06/30/2011	<u>J(3)(8)</u>	142,662	02/25/2011 <sup>(10)</sup>	02/25/2019	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 29.17	06/30/2011	<u>J(3)(8)</u>	70,200	02/24/2011 <sup>(11)</sup>	02/24/2020	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 18.28	06/30/2011	<u>J(3)(8)</u>	96,998	02/24/2011 <sup>(12)</sup>	02/24/2020	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 49.18	06/30/2011	<u>J(8)</u>	100,300	02/23/2012 <sup>(13)</sup>	02/23/2021	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 30.81	06/30/2011	<u>J(8)</u>	159,835	02/23/2012 <sup>(14)</sup>	02/23/2021	Comm Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts David E Jr C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Exec. V.P. - Upstream	

## Signatures

Yvonne R. Kunetka, Attorney-in-Fact for David E.  
Roberts, Jr.

07/05/2011

\_\_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) In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), MRO restricted stock awards of MRO officers or employees, who continued as officers or employees of MRO immediately after the spin-off, were replaced with adjusted MRO restricted stock awards, each of which will generally preserve the value of the original award determined as of the distribution date.

(2) Includes dividends of 12.578 shares previously not reported pursuant to Rule 16a-11.

(3) 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 or employee 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 the exercise price to the fair market value of MRO common stock on the distribution date.

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

(5) Vested in cumulative installments on June 28, 2007, 2008 and 2009, respectively.

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

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

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

(9) Vests in cumulative annual installments of 81,533 and 40,767 shares on February 25, 2011 and 2012, respectively.

(10) Vests in cumulative annual installments of 77,610 and 65,052 shares on February 25, 2011 and 2012, respectively.

(11) Vests in three cumulative annual installments of 23,400, 23,400 and 23,400 shares on February 24, 2011, 2012, and 2013, respectively.

(12) Vests in three cumulative annual installments of 22,282, 37,358 and 37,358 shares on February 24, 2011, 2012, and 2013, respectively.

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

(14) Vests in three cumulative annual installments of 53,278, 53,278 and 53,279 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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