

MATHENY KENNETH L

Form 4

September 14, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MATHENY KENNETH L

(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)

09/13/2005

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 \_\_\_\_ Other (specify  
below) below)

V.P.-Investor Rel./Public Aff.

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| COMMON<br>STOCK                       | 09/13/2005                              |   | M                                       | 15,466 A  | \$ 25.515 42,563   | D   |   |
| COMMON<br>STOCK                       | 09/13/2005                              |   | S                                       | 15,466 D  | \$ 66.59 27,097  | D   |   |
| COMMON<br>STOCK                       | 09/13/2005                              |   | S                                       | 200 D   | \$ 66.7 26,897   | D   |   |
| COMMON<br>STOCK                       | 09/13/2005                              |   | S                                       | 4,400 D   | \$ 66.64 22,497  | 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        |
| Employee Stock Option (Right to Buy)       | \$ 25.515  | 09/13/2005                           |  | M <sup>(1)</sup>               | 15,466  | 05/28/2004 <sup>(2)</sup>                                | 05/28/2013  | COMMON STOCK |
| Stock Appreciation Right                   | \$ 25.515  | 09/13/2005                           |  | M <sup>(1)</sup>               | 15,466  | 05/28/2004 <sup>(2)</sup>                                | 05/28/2013  | COMMON STOCK |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| MATHENY KENNETH L<br>C/O MARATHON OIL CORPORATION<br>5555 SAN FELIPE ROAD<br>HOUSTON, TX 77056 | V.P.-Investor Rel./Public Aff.   |

## Signatures

By: R. J. Kolencik, Attorney-in-Fact for Kenneth L. Matheny

09/14/2005

\_\_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) Exercise of tandem SAR and cancellation of underlying stock option.

(2) 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.

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