

CAMPBELL EILEEN M

Form 4

May 19, 2011

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAMPBELL EILEEN M

(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)

05/18/2011

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)

Vice President, Public Policy

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)
Marathon Oil Corporation Common Stock	05/18/2011		S	603	D \$ 51.21	110,427.777	D
Marathon Oil Corporation Common Stock	05/18/2011		S	2,100	D \$ 51.215	108,327.777	D
	05/18/2011		S	1,897	D \$ 51.22	106,430.777	D

Marathon  
Oil  
Corporation  
Common  
Stock

Marathon Oil Corporation Common Stock	05/18/2011	S	13,200	D	\$ 51.225	93,230.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	2,200	D	\$ 51.23	91,030.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	1,500	D	\$ 51.235	89,530.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	1,002	D	\$ 51.24	88,528.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	500	D	\$ 51.245	88,028.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	300	D	\$ 51.25	87,728.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	2,400	D	\$ 51.265	85,328.777	D
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Marathon Oil Corporation Common Stock	05/18/2011	S	900	D	\$ 51.27	84,428.777	D
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	05/18/2011	S	500	D		83,928.777	D
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Marathon  
Oil  
Corporation  
Common  
Stock

\$  
51.271

Marathon  
Oil  
Corporation 05/18/2011  
Common  
Stock

S 200 D \$ 51.272 83,728.777 D

Marathon  
Oil  
Corporation 05/18/2011  
Common  
Stock

S 100 D \$ 51.28 83,628.777 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CAMPBELL EILEEN M  
C/O MARATHON OIL CORPORATION  
5555 SAN FELIPE ROAD  
HOUSTON, TX 77056

Vice President, Public Policy

## Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M.  
Campbell

05/19/2011

\_\_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).

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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