

MARATHON OIL CORP

Form 4

December 17, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thill Howard J SR

(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)

12/13/2013

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 _____ Other (specify
below) 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)
			Code	V	Amount	(A) or (D)	Price
Marathon Oil Corporation Common Stock	12/13/2013		M		2,031	A	\$ 16.19 26,444.8525
Marathon Oil Corporation Common Stock	12/13/2013		S		2,031	D	\$ 35.96 24,413.8525
	12/13/2013		M		4,062	A	\$ 23.69 28,475.8525

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Marathon
Oil
Corporation
Common
Stock

Marathon Oil Corporation Common Stock	12/13/2013	S	4,062	D	\$ 35.967 <u>(1)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	6,944	A	\$ 34.06	31,357.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	6,944	D	\$ 35.956 <u>(2)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	17,846	A	\$ 14.92	42,259.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	17,846	D	\$ 35.943 <u>(3)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	22,521	A	\$ 18.28	46,934.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	22,521	D	\$ 35.907 <u>(4)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	14,234	A	\$ 30.81	38,647.8525	D
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	12/13/2013	S	14,234	D		24,413.8525	D
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Marathon
Oil
Corporation
Common
Stock

\$
35.995
(5)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.19	12/13/2013		M		2,031		06/10/2008	06/10/2015	Common Stock	2,031
Employee Stock Option (Right to Buy)	\$ 23.69	12/13/2013		M		4,062		06/01/2009	06/01/2016	Common Stock	4,062
Employee Stock Option (Right to Buy)	\$ 34.06	12/13/2013		M		6,944		02/27/2011	02/27/2018	Common Stock	6,944
Employee Stock Option (Right to Buy)	\$ 14.92	12/13/2013		M		17,846		02/25/2012	02/25/2019	Common Stock	17,846
Employee Stock	\$ 18.28	12/13/2013		M		22,521		02/24/2013	02/24/2020	Common Stock	22,521

Option
(Right to
Buy)

Employee
Stock

Option \$ 30.81 12/13/2013
(Right to
Buy)

M 14,234 02/23/2012⁽⁶⁾ 02/23/2021 Common Stock 14,2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thill Howard J SR
C/O MARATHON OIL CORPORATION
5555 SAN FELIPE ROAD
HOUSTON, TX 77056

Vice President (See Remarks)

Signatures

Richard J. Kolencik, Attorney-in-Fact for Howard J.
Thill, Sr.

12/17/2013

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.96 to \$35.97, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.95 to \$35.96, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.93 to \$35.95, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.80 to \$36.04, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.98 to \$36.01, inclusive.
- (6) Vests in cumulative annual installments of 7,116, 7,118 and 7,118 shares on February 23, 2012, 2013 and 2014, respectively.

Remarks:

Vice President - Corporate, Government and Investor Relations

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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