

MARATHON OIL CORP

Form 3

November 20, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

WILSON GARY EUGENE

(Last) (First) (Middle)

C/O MARATHON OIL
CORPORATION, 5555 SAN
FELIPE ST.

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/12/2014

3. Issuer Name and Ticker or Trading Symbol
MARATHON OIL CORP [MRO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

____X____ Officer ____ Other

(give title below) (specify 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Marathon Oil Corporation Common Stock 6,392 ⁽¹⁾

D

A

Marathon Oil Corporation Common Stock 86.552

I

By 401(k)

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	10/28/2015 ⁽²⁾	10/28/2024	Common Stock	2,043	\$ 34.27	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON GARY EUGENE C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ST. HOUSTON, TX 77056	Â	Â	Â Vice President (See Remarks)	Â

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Gary E.
Wilson

11/20/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock issued under Marathon Oil Corporation's 2012 Incentive Compensation Plan.
- (2) Vests in cumulative equal annual installments of 681 shares on October 28, 2015, 2016 and 2017, respectively.

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Remarks:

ViceÂ President,Â ControllerÂ andÂ ChiefÂ AccountingÂ Officer

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.