Edgar Filing: MARATHON OIL CORP - Form 4

February 27, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 323-0287 Check this how if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Statement of changes in beneficial poligations Statement of policies in beneficial poligations Statement of policies in beneficial poligations Statement of policies in beneficial policies in boxs per response Statement of policies per response Statement of polici	MARATHON	OIL CORP											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB Common Section 16. Statement of Changes In BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1940. Expires: Section 17(a) of the Public Utility Holding Company Act of 1940. Statement of 1940. Statem	Form 4												
Check this box if no longer subject to Section 16. Form 4 or Form 5 or Execution 16. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10. OMB Number: Sectinate average burden hours per response 0.01 Similar average burden hours per response 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 10. 5. Relationship of Reporting Person (Section 17(a) of the Public Utility Holding Company Act of 1940 5. Relationship of Reporting Person (Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person (MarkATHON OLL CORP [MRO] 5. Relationship of Reporting Person (Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (C/O MARATHON OLL CORPORATION, 5555 SAN FELIPE STREET 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Live) (City) (State) 2. Transaction Date 2A. Deemed au 3. 4. Securities Acquired Original (Month/Day/Year) 5. Amount of Code (D) 6. 6. 0. 0. (List. 3) (Month/Day/Year) Code (D) Ownership Person 7. Nature of Code (D) 6. 0. <td< th=""><th>February 27, 2</th><th>015</th><th></th><th></th><th></th><th></th><th></th><th></th><th></th><th></th><th></th></td<>	February 27, 2	015											
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 (b). (Print or Type Responses) 1. Name and Address of Reporting Person 2 (City) (First) (Middle) 3. Date of Earliest Transaction 0 (Month/Day/Year) (Corporation Date, if Filed (Month/Day/Year) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired 5. Acquired 6. Acquired 5. Acquired 5. Acquired 5. Acquired 7. Order 6. (D) Ownership Indirect (I) (Instr. 4)	FORM	4	D статр	SECUDI	FIEC AND	D EVCU			OMMISSION		PROVAL		
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Corporation Common $02/25/2015$ A $11,136$ (1) A \$ 0 $30,778$ D					Code V	Amount	(D)	Price	(msu. 5 anu 4)				
Common (1) A (1)						11.100							
	^	02/25/2015	5		А		А	\$0	30,778	D			
Stock	Stock					<u>(1)</u>							

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.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 29.06	02/25/2015		A	35,150	02/25/2016 <u>(2)</u>	02/25/2025	Common Stock	35,1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WAGNER PATRICK C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056			V.PCorporate Development				
Signatures							
Elisa D. Watts, Attorney-in-Fact for Patrick Wagner	02/27/2015						
**Signature of Reporting Person		D	ate				
Explanation of Responses:							
* If the form is filed by more than one reporting person, <i>see</i> 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) Restricted stock granted under Marathon Oil Corporation 2012 Incentive Compensation Plan, which vests on February 25, 2018.
- (2) Vests in cumulative annual installments of 11,716, 11,717 and 11,717 options on February 25, 2016, 2017 and 2018, respectively.

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.