

MARATHON OIL CORP
Form 8-K
October 26, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 26, 2004**

MARATHON OIL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-5153	25-0996816
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5555 San Felipe Road, Houston, Texas	77056-2723
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(713) 629-6600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

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On October 26, 2004, Marathon Oil Corporation (Marathon) issued a press release announcing third quarter 2004 earnings. The press release is being furnished as an exhibit to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

.
(c) Exhibits.

99.1 Press Release dated October 26, 2004, issued by Marathon Oil Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M A R A T H O N O I L
CORPORATION

Date: October 26, 2004

By: /s/ A.G. Adkins

A.G. Adkins

Vice President-Accounting and Controller

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release dated October 26, 2004, announcing Marathon's financial results for the third quarter 2004.

STYLE="font-family:Times New Roman" SIZE="2">\$10,005,435

Commercial Services 0.0%

RR Donnelley & Sons Co., Sr. Notes

7.875%, 3/15/21

35 \$34,825

\$34,825

Conglomerates 0.1%

Belden, Inc., Sr. Sub. Notes

5.50%, 9/1/22⁽⁸⁾

50 \$51,500

Security	Principal Amount* (000 s omitted)	Value
General Cable Corp., Sr. Notes		
5.75%, 10/1/22 ⁽⁸⁾	80	\$ 82,400
Harbinger Group, Inc., Sr. Notes		
7.875%, 7/15/19 ⁽⁸⁾	35	36,488
Spectrum Brands Escrow Corp., Sr. Notes		
6.375%, 11/15/20 ⁽⁸⁾	50	53,312
6.625%, 11/15/22 ⁽⁸⁾	75	81,000
		\$ 304,700
Containers and Glass Products 0.9%		
Berry Plastics Corp., Sr. Notes		
5.054%, 2/15/15 ⁽⁹⁾	1,000	\$ 1,000,825
BOE Merger Corp., Sr. Notes		
9.50%, 11/1/17 ⁽⁴⁾⁽⁸⁾	65	69,225
Crown Americas, LLC/Crown Americas Capital Corp. IV, Sr. Notes		
4.50%, 1/15/23 ⁽⁸⁾	85	83,512
Reynolds Group Holdings Inc., Sr. Notes		
5.75%, 10/15/20	4,350	4,502,250
Sealed Air Corp., Sr. Notes		
6.50%, 12/1/20 ⁽⁸⁾	35	38,238
8.375%, 9/15/21 ⁽⁸⁾	10	11,450
		\$ 5,705,500
Cosmetics/Toiletries 0.1%		
Alphabet Holding Co., Inc., Sr. Notes		
7.75%, 11/1/17 ⁽⁴⁾⁽⁸⁾	135	\$ 140,569
Party City Holdings, Inc., Sr. Notes		
8.875%, 8/1/20 ⁽⁸⁾	130	142,025
		\$ 282,594
Diversified Financial Services 0.3%		
KION Finance SA, Sr. Notes		
4.726%, 2/15/20 ⁽⁸⁾⁽⁹⁾	EUR 1,450	\$ 1,907,245
		\$ 1,907,245
Drugs 0.0%		
VPI Escrow Corp., Sr. Notes		
6.375%, 10/15/20 ⁽⁸⁾	135	\$ 145,969
		\$ 145,969
Ecological Services and Equipment 0.0%		
ADS Waste Holdings, Inc., Sr. Notes		
8.25%, 10/1/20 ⁽⁸⁾	55	\$ 59,400
Clean Harbors, Inc., Sr. Notes		
5.25%, 8/1/20	50	51,750
5.125%, 6/1/21 ⁽⁸⁾	25	25,500
		\$ 136,650

Electronics/Electrical 0.1%

Brocade Communications Systems, Inc., Sr. Notes

6.875%, 1/15/20	40	\$	43,900
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Security	Principal Amount* (000 s omitted)	Value
Security		
Infor US, Inc., Sr. Notes		
9.375%, 4/1/19	65	\$ 73,288
NCR Corp., Sr. Notes		
5.00%, 7/15/22 ⁽⁸⁾	65	65,000
Nuance Communications, Inc., Sr. Notes		
5.375%, 8/15/20 ⁽⁸⁾	120	122,100
		\$ 304,288
Equipment Leasing 0.4%		
Air Lease Corp., Sr. Notes		
4.50%, 1/15/16	265	\$ 272,287
International Lease Finance Corp., Sr. Notes		
5.65%, 6/1/14	1,000	1,050,000
6.75%, 9/1/16 ⁽⁸⁾	400	454,000
7.125%, 9/1/18 ⁽⁸⁾	400	469,500
		\$ 2,245,787
Financial Intermediaries 1.3%		
Ally Financial, Inc., Sr. Notes		
2.487%, 12/1/14 ⁽⁹⁾	35	\$ 35,103
0.00%, 6/15/15	80	74,300
4.625%, 6/26/15	535	562,727
CIT Group, Inc., Sr. Notes		
5.50%, 2/15/19 ⁽⁸⁾	45	49,163
5.375%, 5/15/20	10	10,950
5.00%, 8/15/22	20	21,507
First Data Corp., Sr. Notes		
7.375%, 6/15/19 ⁽⁸⁾	1,000	1,056,250
6.75%, 11/1/20 ⁽⁸⁾	1,640	1,691,250
11.25%, 1/15/21 ⁽⁸⁾	65	66,625
Ford Motor Credit Co., LLC, Sr. Notes		
12.00%, 5/15/15	2,250	2,747,812
Lender Processing Services, Inc., Sr. Notes		
5.75%, 4/15/23	80	84,200
Nuveen Investments, Inc., Sr. Notes		
9.50%, 10/15/20 ⁽⁸⁾	135	137,700
UPCB Finance II, Ltd., Sr. Notes		
6.375%, 7/1/20 ⁽⁸⁾	EUR 1,000	1,390,410
		\$ 7,927,997
Food Products 0.0%		
Land O Lakes, Inc., Sr. Notes		
6.00%, 11/15/22 ⁽⁸⁾	50	\$ 53,250
Michael Foods Holding, Inc., Sr. Notes		
8.50%, 7/15/18 ⁽⁴⁾⁽⁸⁾	50	51,500
Smithfield Foods, Inc., Sr. Notes		
6.625%, 8/15/22	105	114,450
		\$ 219,200

Security	Principal Amount* (000 s omitted)	Value
Food Service 0.0%		
Aramark Corp., Sr. Notes		
5.75%, 3/15/20 ⁽⁸⁾	35	\$ 35,875
		\$ 35,875
Food/Drug Retailers 0.0%		
Pantry, Inc., Sr. Notes		
8.375%, 8/1/20 ⁽⁸⁾	75	\$ 80,906
		\$ 80,906
Health Care 0.9%		
Accellent, Inc., Sr. Notes		
8.375%, 2/1/17	180	\$ 191,700
Air Medical Group Holdings, Inc., Sr. Notes		
9.25%, 11/1/18	4	4,445
Amsurg Corp., Sr. Notes		
5.625%, 11/30/20 ⁽⁸⁾	20	21,100
Biomet, Inc., Sr. Notes		
6.50%, 8/1/20 ⁽⁸⁾	115	122,044
CDRT Holding Corp., Sr. Notes		
9.25%, 10/1/17 ⁽⁴⁾⁽⁸⁾	90	93,038
Community Health Systems, Inc., Sr. Notes		
5.125%, 8/15/18	2,445	2,576,419
7.125%, 7/15/20	130	140,237
DaVita, Inc., Sr. Notes		
5.75%, 8/15/22	225	235,687
DJO Finance, LLC/DJO Finance Corp., Sr. Notes		
8.75%, 3/15/18	20	22,175
HCA Holdings, Inc., Sr. Notes		
6.25%, 2/15/21	90	95,175
HCA, Inc., Sr. Notes		
4.75%, 5/1/23	1,200	1,200,000
Hologic, Inc., Sr. Notes		
6.25%, 8/1/20 ⁽⁸⁾	265	280,900
IMS Health, Inc., Sr. Notes		
6.00%, 11/1/20 ⁽⁸⁾	80	83,400
INC Research, LLC., Sr. Notes		
11.50%, 7/15/19 ⁽⁸⁾	55	58,988
Kinetic Concepts, Inc./KCI USA, Inc.		
10.50%, 11/1/18 ⁽⁸⁾	50	54,125
United Surgical Partners International, Inc., Sr. Notes		
9.00%, 4/1/20	65	73,450
Valeant Pharmaceuticals International, Sr. Notes		
6.375%, 10/15/20 ⁽⁸⁾	110	118,662
VWR Funding, Inc., Sr. Notes		
7.25%, 9/15/17 ⁽⁸⁾	190	200,925
		\$ 5,572,470
Home Furnishings 0.2%		
Libbey Glass, Inc., Sr. Notes		
6.875%, 5/15/20	835	\$ 899,713

Security	Principal Amount* (000 s omitted)	Value
Mead Products, LLC/ACCO Brands Corp., Sr. Notes		
6.75%, 4/30/20 ⁽⁸⁾	135	\$ 143,606
Tempur-Pedic International, Inc., Sr. Notes		
6.875%, 12/15/20 ⁽⁸⁾	40	42,400
		\$ 1,085,719
Homebuilders/Real Estate 0.0%		
BC Mountain, LLC/BC Mountain Finance, Inc., Sr. Notes		
7.00%, 2/1/21 ⁽⁸⁾	65	\$ 67,113
		\$ 67,113
Industrial Equipment 0.0%		
Manitowoc Co., Inc. (The), Sr. Notes		
5.875%, 10/15/22	70	\$ 71,925
		\$ 71,925
Insurance 0.2%		
A-S Co-Issuer Subsidiary, Inc./A-S Merger Sub, LLC, Sr. Notes		
7.875%, 12/15/20 ⁽⁸⁾	50	\$ 50,500
CNO Financial Group, Inc., Sr. Notes		
6.375%, 10/1/20 ⁽⁸⁾	1,175	1,251,375
Hub International, Ltd., Sr. Notes		
8.125%, 10/15/18 ⁽⁸⁾	70	73,325
Onex USI Acquisition Corp., Sr. Notes		
7.75%, 1/15/21 ⁽⁸⁾	95	94,406
		\$ 1,469,606
Leisure Goods/Activities/Movies 0.3%		
AMC Entertainment, Inc., Sr. Notes		
8.75%, 6/1/19	85	\$ 93,606
Bombardier, Inc., Sr. Notes		
4.25%, 1/15/16 ⁽⁸⁾	50	52,125
6.125%, 1/15/23 ⁽⁸⁾	35	36,050
National CineMedia, LLC, Sr. Notes		
6.00%, 4/15/22	835	899,712
NCL Corp., Ltd., Sr. Notes		
5.00%, 2/15/18 ⁽⁸⁾	50	50,500
Regal Entertainment Group, Sr. Notes		
5.75%, 2/1/25	30	29,475
Royal Caribbean Cruises, Sr. Notes		
7.00%, 6/15/13	105	106,706
6.875%, 12/1/13	40	41,800
7.25%, 6/15/16	25	28,375
7.25%, 3/15/18	50	57,625
Seven Seas Cruises, S. de R.L., Sr. Notes		
9.125%, 5/15/19	75	80,813
Viking Cruises, Ltd., Sr. Notes		
8.50%, 10/15/22 ⁽⁸⁾	65	71,744
		\$ 1,548,531

Security	Principal Amount* (000 s omitted)	Value
Lodging and Casinos 1.1%		
Buffalo Thunder Development Authority, Sr. Notes		
9.375%, 12/15/14 ⁽³⁾⁽⁸⁾	535	\$ 171,200
Caesars Entertainment Operating Co., Inc., Sr. Notes		
5.375%, 12/15/13	20	19,900
11.25%, 6/1/17	1,000	1,068,750
8.50%, 2/15/20	2,375	2,323,047
Caesars Operating Escrow, LLC/Caesars Escrow Corp., Sr. Notes		
9.00%, 2/15/20 ⁽⁸⁾	630	625,275
9.00%, 2/15/20 ⁽⁸⁾	1,300	1,290,250
Inn of the Mountain Gods Resort & Casino, Sr. Notes		
8.75%, 11/30/20 ⁽⁸⁾	66	66,330
MGM Resorts International, Sr. Notes		
6.625%, 12/15/21	120	124,350
7.75%, 3/15/22	30	33,113
Mohegan Tribal Gaming Authority		
10.50%, 12/15/16 ⁽⁸⁾	105	104,475
Mohegan Tribal Gaming Authority, Sr. Sub. Notes		
11.00%, 9/15/18 ⁽⁸⁾	450	390,375
Station Casinos, LLC, Sr. Notes		
7.50%, 3/1/21 ⁽⁸⁾	85	85,956
Tunica-Biloxi Gaming Authority, Sr. Notes		
9.00%, 11/15/15 ⁽⁸⁾	345	310,500
Waterford Gaming, LLC, Sr. Notes		
8.625%, 9/15/14 ⁽⁵⁾⁽⁸⁾	179	96,050
		\$ 6,709,571
Mining, Steel, Iron and Nonprecious Metals 0.1%		
ArcelorMittal, Sr. Notes		
6.75%, 2/25/22	25	\$ 27,582
Eldorado Gold Corp., Sr. Notes		
6.125%, 12/15/20 ⁽⁸⁾	135	141,075
IAMGOLD Corp., Sr. Notes		
6.75%, 10/1/20 ⁽⁸⁾	135	131,288
Inmet Mining Corp., Sr. Notes		
8.75%, 6/1/20 ⁽⁸⁾	30	32,775
7.50%, 6/1/21 ⁽⁸⁾	50	53,500
		\$ 386,220
Nonferrous Metals/Minerals 0.0%		
FMG Resources (August 2006) Pty, Ltd., Sr. Notes		
7.00%, 11/1/15 ⁽⁸⁾	60	\$ 63,150
New Gold, Inc., Sr. Notes		
7.00%, 4/15/20 ⁽⁸⁾	45	48,825
6.25%, 11/15/22 ⁽⁸⁾	70	74,025
Penn Virginia Resource Partners, L.P./Penn Virginia Resource Finance Corp. II, Sr. Notes		
8.375%, 6/1/20 ⁽⁸⁾	55	58,300
		\$ 244,300
Oil and Gas 0.5%		
Access Midstream Partners L.P./ACMP Finance Corp., Sr. Notes		
4.875%, 5/15/23	65	\$ 64,431

Security	Principal Amount* (000 s omitted)	Value
Atlas Energy Holdings Operating Co., LLC, Sr. Notes 7.75%, 1/15/21 ⁽⁸⁾	50	\$ 48,656
Bristow Group, Inc., Sr. Notes 6.25%, 10/15/22	85	91,694
Chesapeake Energy Corp., Sr. Notes 6.125%, 2/15/21	140	149,100
Concho Resources, Inc., Sr. Notes 5.50%, 4/1/23	85	88,825
Continental Resources, Inc., Sr. Notes 5.00%, 9/15/22	280	302,400
CVR Refining, LLC/Coffeyville Finance, Inc., Sr. Notes 6.50%, 11/1/22 ⁽⁸⁾	130	131,625
Denbury Resources, Inc., Sr. Sub. Notes 4.625%, 7/15/23	40	39,300
EP Energy, LLC/EP Energy Finance, Inc., Sr. Notes 6.875%, 5/1/19 9.375%, 5/1/20	190 145	208,050 166,025
EP Energy, LLC/Everest Acquisition Finance, Inc., Sr. Notes 7.75%, 9/1/22	40	43,500
EPL Oil & Gas, Inc., Sr. Notes 8.25%, 2/15/18 ⁽⁸⁾	80	83,800
FTS International Services, LLC/FTS International Bonds, Inc., Sr. Notes 8.125%, 11/15/18 ⁽⁸⁾	25	26,000
Inergy Midstream LP/NRGM Finance Corp., Sr. Notes 6.00%, 12/15/20 ⁽⁸⁾	25	26,000
Kodiak Oil & Gas Corp., Sr. Notes 5.50%, 1/15/21 ⁽⁸⁾	15	15,544
Laredo Petroleum, Inc., Sr. Notes 7.375%, 5/1/22	75	81,750
MEG Energy Corp., Sr. Notes 6.375%, 1/30/23 ⁽⁸⁾	105	109,200
Newfield Exploration Co., Sr. Notes 5.625%, 7/1/24	130	136,175
Oasis Petroleum, Inc., Sr. Notes 6.875%, 1/15/23	140	154,000
Offshore Group Investment, Ltd., Sr. Notes 7.50%, 11/1/19 ⁽⁸⁾	40	41,450
Plains Exploration & Production Co., Sr. Notes 6.875%, 2/15/23	210	243,075
Rockies Express Pipeline, LLC, Sr. Notes 6.00%, 1/15/19 ⁽⁸⁾	70	68,775
Sabine Pass Liquefaction, LLC, Sr. Notes 5.625%, 2/1/21 ⁽⁸⁾	100	103,375
Sabine Pass LNG, L.P., Sr. Notes 6.50%, 11/1/20 ⁽⁸⁾	105	111,300
SandRidge Energy, Inc., Sr. Notes 7.50%, 3/15/21 8.125%, 10/15/22	15 5	15,750 5,406
Seadrill, Ltd., Sr. Notes 5.625%, 9/15/17 ⁽⁸⁾	280	284,900
SM Energy Co., Sr. Notes 6.50%, 1/1/23	85	92,437
Tervita Corp., Sr. Notes 8.00%, 11/15/18 ⁽⁸⁾	35	36,116

Security	Principal Amount* (000 s omitted)	Value
Tesoro Corp., Sr. Notes		
5.375%, 10/1/22	105	\$ 109,725
		\$ 3,078,384
Publishing 0.1%		
Laureate Education, Inc., Sr. Notes		
9.25%, 9/1/19 ⁽⁸⁾	645	\$ 704,662
Laureate Education, Inc., Sr. Sub. Notes		
12.75%, 8/15/17 ⁽⁸⁾	105	112,875
		\$ 817,537
Radio and Television 0.5%		
Clear Channel Communications, Inc., Sr. Notes		
9.00%, 12/15/19 ⁽⁸⁾	953	\$ 891,055
11.25%, 3/1/21 ⁽⁸⁾	50	50,125
Clear Channel Worldwide Holdings, Inc., Series A, Sr. Notes		
6.50%, 11/15/22 ⁽⁸⁾	50	52,500
Clear Channel Worldwide Holdings, Inc., Series B, Sr. Notes		
6.50%, 11/15/22 ⁽⁸⁾	140	148,050
Entravision Communications Corp., Sr. Notes		
8.75%, 8/1/17	844	922,070
Starz, LLC/Starz Finance Corp., Sr. Notes		
5.00%, 9/15/19	70	71,925
Univision Communications, Inc., Sr. Notes		
6.75%, 9/15/22 ⁽⁸⁾	925	1,003,625
WMG Acquisition Corp., Sr. Notes		
6.00%, 1/15/21 ⁽⁸⁾	55	57,200
		\$ 3,196,550
Rail Industries 0.1%		
Kansas City Southern Mexico, Sr. Notes		
8.00%, 2/1/18	500	\$ 552,500
		\$ 552,500
Retailers (Except Food and Drug) 0.2%		
Burlington Holdings, LLC/Burlington Holding Finance, Inc., Sr. Notes		
9.00%, 2/15/18 ⁽⁴⁾⁽⁸⁾	55	\$ 55,000
Claire s Stores, Inc., Sr. Notes		
8.875%, 3/15/19	15	15,094
9.00%, 3/15/19 ⁽⁸⁾	140	156,100
Michaels Stores, Inc., Sr. Notes		
7.75%, 11/1/18	150	164,437
New Academy Finance Co., LLC/New Academy Finance Corp., Sr. Notes		
8.00%, 6/15/18 ⁽⁴⁾⁽⁸⁾	115	119,312
PETCO Holdings, Inc., Sr. Notes		
8.50%, 10/15/17 ⁽⁴⁾⁽⁸⁾	215	222,525
Radio Systems Corp., Sr. Notes		
8.375%, 11/1/19 ⁽⁸⁾	65	69,225
Sally Holdings, LLC/Sally Capital, Inc., Sr. Notes		
5.75%, 6/1/22	185	196,331

Security	Principal Amount* (000 s omitted)	Value
ServiceMaster Company, Sr. Notes		
7.00%, 8/15/20 ⁽⁸⁾	115	\$ 117,588
		\$ 1,115,612
Steel 0.0%		
AK Steel Corp., Sr. Notes		
8.75%, 12/1/18 ⁽⁸⁾	35	\$ 38,281
		\$ 38,281
Telecommunications 1.1%		
Avaya, Inc., Sr. Notes		
9.75%, 11/1/15	840	\$ 830,550
9.00%, 4/1/19 ⁽⁸⁾	50	51,625
Crown Castle International Corp., Sr. Notes		
5.25%, 1/15/23	105	105,000
Hughes Satellite Systems Corp., Sr. Notes		
6.50%, 6/15/19	1,000	1,100,000
Intelsat Jackson Holdings SA, Sr. Notes		
7.25%, 10/15/20	110	118,388
Lynx I Corp., Sr. Notes		
5.375%, 4/15/21 ⁽⁸⁾	1,025	1,055,750
6.00%, 4/15/21 ⁽⁸⁾	GBP 1,050	1,640,690
SBA Communications Corp., Sr. Notes		
5.625%, 10/1/19 ⁽⁸⁾	105	108,544
SBA Telecommunications, Inc., Sr. Notes		
5.75%, 7/15/20 ⁽⁸⁾	95	99,156
Sprint Nextel Corp., Sr. Notes		
7.00%, 8/15/20	1,095	1,196,287
6.00%, 11/15/22	190	192,850
Windstream Corp., Sr. Notes		
6.375%, 8/1/23 ⁽⁸⁾	40	39,400
		\$ 6,538,240
Utilities 1.4%		
Calpine Corp., Sr. Notes		
7.50%, 2/15/21 ⁽⁸⁾	4,590	\$ 5,014,575
7.875%, 1/15/23 ⁽⁸⁾	3,442	3,829,225
Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc., Sr. Notes		
6.875%, 8/15/17 ⁽⁸⁾	35	37,100
Reliant Energy, Inc., Sr. Notes		
7.625%, 6/15/14	20	21,450
		\$ 8,902,350
Total Corporate Bonds & Notes (identified cost \$70,418,328)		\$ 73,495,372

Asset-Backed Securities 0.6%

Security	Principal Amount (000 s omitted)	Value
Avalon Capital Ltd. 3, Series 1A, Class D, 2.238%, 2/24/19 ⁽⁸⁾⁽⁹⁾	\$ 589	\$ 548,825
Babson Ltd., Series 2005-1A, Class C1, 2.254%, 4/15/19 ⁽⁸⁾⁽⁹⁾	753	689,501
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.811%, 3/8/17 ⁽⁸⁾⁽⁹⁾	985	985,601
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.053%, 7/17/19 ⁽⁸⁾⁽⁹⁾	750	719,391
Comstock Funding Ltd., Series 2006-1A, Class D, 4.537%, 5/30/20 ⁽⁸⁾⁽⁹⁾	692	647,956

**Total Asset-Backed Securities
(identified cost \$3,619,092)** **\$ 3,591,274**

Common Stocks 1.5%

Security	Shares	Value
Automotive 0.1%		
Dayco Products, LLC ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	20,780	\$ 644,180
		\$ 644,180

Building and Development 0.1%

Panolam Holdings Co. ⁽⁵⁾⁽¹⁰⁾⁽¹²⁾	280	\$ 494,251
United Subcontractors, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	601	25,038
		\$ 519,289

Financial Intermediaries 0.0%

RTS Investor Corp. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	168	\$ 18,189
		\$ 18,189

Food Service 0.1%

Buffets Restaurants Holdings, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	50,495	\$ 456,980
		\$ 456,980

Leisure Goods/Activities/Movies 0.4%

Metro-Goldwyn-Mayer Holdings, Inc. ⁽¹⁰⁾⁽¹¹⁾	66,174	\$ 2,616,573
		\$ 2,616,573

Lodging and Casinos 0.1%

Greektown Superholdings, Inc. ⁽¹⁰⁾	83	\$ 5,976
Tropicana Entertainment, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	37,016	578,375
		\$ 584,351

Nonferrous Metals/Minerals 0.0%

Euramax International, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	701	\$ 140,240
		\$ 140,240

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Oil and Gas 0.0%

SemGroup Corp. ⁽¹⁰⁾	1,565	\$	72,131
		\$	72,131

Publishing 0.6%

Ion Media Networks, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	4,429	\$	2,816,844
MediaNews Group, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	29,104		610,603
Source Interlink Companies, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	2,290		0
		\$	3,427,447

Security	Shares	Value
Radio and Television 0.1%		
New Young Broadcasting Holding Co., Inc. ⁽¹⁰⁾⁽¹¹⁾	232	\$ 852,600
		\$ 852,600

Total Common Stocks
(identified cost \$5,362,451) **\$ 9,331,980**

Warrants 0.0%

Security	Shares	Value
Oil and Gas 0.0%		
SemGroup Corp., Expires 11/30/14 ⁽¹⁰⁾	1,647	\$ 35,229
		\$ 35,229

Radio and Television 0.0%		
New Young Broadcasting Holding Co., Inc., Expires 12/24/24 ⁽¹⁰⁾⁽¹¹⁾	3	\$ 11,025
		\$ 11,025

Total Warrants
(identified cost \$5,172) **\$ 46,254**

Miscellaneous 0.0%

Security	Shares	Value
Oil and Gas 0.0%		
SemGroup Corp., Escrow Certificate	605,000	\$ 16,637
		\$ 16,637

Short-Term Investments 2.4%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.10% ⁽¹³⁾	\$ 14,800	\$ 14,799,936

Total Short-Term Investments
(identified cost \$14,799,936) **\$ 14,799,936**

Total Investments 158.0%
(identified cost \$965,583,018) **\$ 975,737,813**

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Less Unfunded Loan Commitments	(0.2)%	\$ (1,375,000)
Net Investments	157.8%	
(identified cost \$964,208,018)		\$ 974,362,813
Variable Rate Term Preferred Shares, at Liquidation Value	(13.0)%	\$ (80,000,000)
Other Assets, Less Liabilities	(44.8)%	\$ (276,893,964)
Net Assets Applicable to Common Shares	100.0%	\$ 617,468,849

The percentage shown for each investment category in the Portfolio of Investments is based on net assets applicable to common shares.

DIP - Debtor In Possession
EUR - Euro
GBP - British Pound Sterling

* In U.S. dollars unless otherwise indicated.

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate (LIBOR) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate) and the certificate of deposit (CD) rate or other base lending rates used by commercial lenders.
- (2) This Senior Loan will settle after February 28, 2013, at which time the interest rate will be determined.
- (3) Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.
- (4) Represents a payment-in-kind security which may pay all or a portion of interest in additional par.
- (5) For fair value measurement disclosure purposes, security is categorized as Level 3.
- (6) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion.
- (7) Amount is less than 0.05%.
- (8) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At February 28, 2013, the aggregate value of these securities is \$45,238,084 or 7.3% of the Trust's net assets applicable to common shares.
- (9) Variable rate security. The stated interest rate represents the rate in effect at February 28, 2013.
- (10) Non-income producing security.

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- (11) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.
- (12) Restricted security.
- (13) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of February 28, 2013. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended February 28, 2013 was \$15,305. The cost and unrealized appreciation (depreciation) of investments of the Trust at February 28, 2013, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 964,834,431
Gross unrealized appreciation	\$ 19,555,941
Gross unrealized depreciation	(10,027,559)
Net unrealized appreciation	\$ 9,528,382

Restricted Securities

At February 28, 2013, the Trust owned the following securities (representing 0.1% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of		Shares	Cost	Value
	Acquisition				
Common Stocks					
Panolam Holdings Co.	12/30/09		280	\$ 153,860	\$ 494,251
Total Restricted Securities				\$ 153,860	\$ 494,251

A summary of open financial instruments at February 28, 2013 is as follows:

Forward Foreign Currency Exchange Contracts**Sales**

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation (Depreciation)
	British Pound Sterling	United States Dollar		
3/28/13	3,137,206	5,055,058	Citibank NA	\$ 296,391
	British Pound Sterling	United States Dollar		
3/28/13	1,970,000	3,112,890	State Street Bank and Trust Co.	124,697
	Euro	United States Dollar		
3/28/13	1,442,750	1,940,275	HSBC Bank USA	56,370
	Euro	United States Dollar		
3/28/13	2,213,999	2,928,800	HSBC Bank USA	37,817
	British Pound Sterling	United States Dollar		
4/30/13	1,050,000	1,630,745	Citibank NA	38,314
	British Pound Sterling	United States Dollar		
4/30/13	5,894,485	9,285,170	HSBC Bank USA	345,588
	Euro	United States Dollar		
4/30/13	4,880,237	6,585,977	Deutsche Bank	211,902
	British Pound Sterling	United States Dollar		
5/31/13	2,636,306	3,991,090	Goldman Sachs International	(6,548)
	Euro	United States Dollar		
5/31/13	6,395,837	8,364,731	Citibank NA	9,039

\$ 1,113,570

At February 28, 2013, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

The Trust is subject to foreign exchange risk in the normal course of pursuing its investment objectives. Because the Trust holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Trust enters into forward foreign currency exchange contracts. The Trust also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

At February 28, 2013, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in an asset position and in a liability position and whose primary underlying risk exposure is foreign exchange risk was \$1,120,118 and \$6,548, respectively.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At February 28, 2013, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 870,395,580	\$ 2,685,780	\$ 873,081,360
Corporate Bonds & Notes		73,399,322	96,050	73,495,372
Asset-Backed Securities		3,591,274		3,591,274
Common Stocks	72,131	3,475,149	5,784,700	9,331,980
Warrants		46,254		46,254
Miscellaneous		16,637		16,637
Short-Term Investments		14,799,936		14,799,936
Total Investments	\$ 72,131	\$ 965,724,152	\$ 8,566,530	\$ 974,362,813
Forward Foreign Currency Exchange Contracts	\$	\$ 1,120,118	\$	\$ 1,120,118
Total	\$ 72,131	\$ 966,844,270	\$ 8,566,530	\$ 975,482,931
Liability Description				
Forward Foreign Currency Exchange Contracts	\$	\$ (6,548)	\$	\$ (6,548)
Total	\$	\$ (6,548)	\$	\$ (6,548)

* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Trust.

The carrying amount of the Variable Rate Term Preferred Shares (VRTP Shares) at February 28, 2013 approximated its fair value. If measured at fair value, VRTP Shares would have been considered as Level 2 in the fair value hierarchy at February 28, 2013.

Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the fiscal year to date ended February 28, 2013 is not presented.

At February 28, 2013, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

For information on the Trust's policy regarding the valuation of investments and other significant accounting policies, please refer to the Trust's most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Floating-Rate Income Trust

By: /s/ Scott H. Page
Scott H. Page
President

Date: April 24, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Scott H. Page
Scott H. Page
President

Date: April 24, 2013

By: /s/ James F. Kirchner
James F. Kirchner
Treasurer

Date: April 24, 2013