

CAZALOT CLARENCE P JR
 Form 5
 February 16, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CAZALOT CLARENCE P JR
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 MARATHON OIL CORP [MRO]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD
 (Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

HOUSTON, TX 77056
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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 | 03/30/2009 | ^ | G ⁽¹⁾ | 83,000 D | \$ 0 512,276 | D | ^ |
| Marathon Oil Corporation Common Stock | 03/30/2009 | ^ | G ⁽¹⁾ | 83,000 A | \$ 0 83,000 | I | Grantor Retained Annuity Trust |

Marathon Oil Corporation Common Stock 83,000 (2) I (Spouse) (1)
 By Grantor Retained Annuity Trust (2)

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 2270 (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. of D Se B O E I S F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|-----------------|-----------|-----------------|---|
| | Director | 10% Owner | Officer | Other |
| CAZALOT CLARENCE P JR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | <u> </u> | <u>X</u> | <u> </u> | <u> </u> President and CEO <u> </u> |

Signatures

/s/R. J. Kolencik as Attorney-in-Fact for Clarence P. Cazalot, Jr. 02/16/2010

**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)

Edgar Filing: CAZALOT CLARENCE P JR - Form 5

This transaction is a gift of securities from the reporting person to the reporting person's spouse as her separate property and estate. These shares were contributed by the reporting person's spouse to the reporting person's spouse, as trustee of a grantor retained annuity trust, for the benefit of the reporting person's spouse and her three adult children.

- (2) These shares were previously reported as directly held. The reporting person conveyed these shares, as sole and separate property, to himself, as trustee of a grantor retained annuity trust, for the benefit of himself and his three adult children.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.