

Kerrigan Sylvia J
 Form 4
 July 05, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kerrigan Sylvia J

(Last) (First) (Middle)

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

(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)
 06/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 V.P., Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Marathon Oil Corporation Common Stock	06/30/2011		J ⁽¹⁾	12,993 A	\$ 0 41,016.109	D	

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

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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. 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 37.818	06/30/2011		J ⁽²⁾	11,400	06/01/2007 ⁽³⁾	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.69	06/30/2011		J ⁽²⁾	10,851	06/01/2009	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 61.05	06/30/2011		J ⁽²⁾	9,000	05/30/2008 ⁽⁴⁾	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 38.25	06/30/2011		J ⁽²⁾	8,568	05/30/2010	05/30/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.17	06/30/2011		J ⁽²⁾	7,000	05/28/2009 ⁽⁵⁾	05/28/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 32.06	06/30/2011		J ⁽²⁾	6,679	05/28/2011	05/28/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.24	06/30/2011		J ⁽²⁾⁽⁶⁾	12,850	05/27/2010 ⁽⁷⁾	05/27/2019	Common Stock

Employee Stock Option (Right to Buy)	\$ 18.32	06/30/2011	<u>J(2)(6)</u>	14,992	05/27/2011 ⁽⁸⁾	05/27/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.17	06/30/2011	<u>J(2)(6)</u>	35,100	02/24/2011 ⁽⁹⁾	02/24/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 18.28	06/30/2011	<u>J(2)(6)</u>	48,499	02/24/2011 ⁽¹⁰⁾	02/24/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 49.18	06/30/2011	<u>J(6)</u>	39,400	02/23/2012 ⁽¹¹⁾	02/23/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.81	06/30/2011	<u>J(6)</u>	62,786	02/23/2012 ⁽¹²⁾	02/23/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kerrigan Sylvia J C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056			V.P., Gen. Counsel & Secretary	

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Sylvia J. Kerrigan	07/05/2011
<u> </u> **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) In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), MRO restricted stock awards of MRO officers or employees, who continued as officers or employees of MRO immediately after the spin-off, were replaced with adjusted MRO restricted stock awards, each of which will generally preserve the value of the original award determined as of the distribution date.

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- In connection with the spin-off of Marathon Petroleum Corporation("MPC") on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that are vested, whether held by a current or former officer or employee of MRO or MPC were adjusted, so that the holders hold stock options to purchase both MRO common stock and MPC common stock. The MRO and MPC stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
- (2) so that the holders hold stock options to purchase both MRO common stock and MPC common stock. The MRO and MPC stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
 - (3) Vested in cumulative installments on June 1, 2007, 2008 and 2009, respectively.
 - (4) Vested in cumulative installments on May 30, 2008, 2009 and 2010, respectively.
 - (5) Vested in cumulative installments on May 28, 2009, 2010 and 2011, respectively.

- In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that are not vested and are held by MRO officers or employees, who continued as officers or employees of MRO immediately after the spin-off, were replaced with adjusted MRO stock options to purchase MRO common stock, which will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
- (6) of MRO immediately after the spin-off, were replaced with adjusted MRO stock options to purchase MRO common stock, which will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
 - (7) Vests in cumulative annual installments of 8,566 and 4,284 shares on May 27, 2011 and 2012, respectively.
 - (8) Vests in cumulative annual installments of 8,155 and 6,837 shares on May 27, 2011 and 2012, respectively.
 - (9) Vests in three cumulative annual installments of 11,700, 11,700 and 11,700 on February 24, 2011, 2012, and 2013, respectively.
 - (10) Vests in three cumulative annual installments of 11,141, 18,679 and 18,679 shares on February 24, 2011, 2012, and 2013, respectively.
 - (11) Vests in three cumulative annual installments of 13,133, 13,133 and 13,134 on February 23, 2012, 2013, and 2014, respectively.
 - (12) Vests in three cumulative annual installments of 20,928, 20,928 and 20,930 on February 23, 2012, 2013, and 2014, 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.