

Guidry Steven P  
Form 3  
July 06, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Guidry Steven P

(Last) (First) (Middle)

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

(Street)

HOUSTON,Â TXÂ 77056

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/01/2011

3. Issuer Name **and** Ticker or Trading Symbol  
MARATHON OIL CORP [MRO]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
V.P. - Business Development

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

12,753.068

D Â

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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 Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

## Edgar Filing: Guidry Steven P - Form 3

|                                      | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Appreciation Right             | 05/26/2007                | 05/26/2014      | Common Stock | 1,270                      | \$ 10.53 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 06/10/2008                | 06/10/2015      | Common Stock | 6,568                      | \$ 16.19 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 06/01/2009                | 06/01/2016      | Common Stock | 7,840                      | \$ 23.69 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 05/30/2010                | 05/30/2017      | Common Stock | 15,233                     | \$ 38.25 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 05/28/2011                | 05/28/2018      | Common Stock | 11,450                     | \$ 32.06 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 05/27/2012                | 05/27/2019      | Common Stock | 11,705                     | \$ 18.32 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 05/26/2011 <sup>(1)</sup> | 05/26/2020      | Common Stock | 23,412                     | \$ 19.03 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 05/25/2012 <sup>(2)</sup> | 05/25/2021      | Common Stock | 33,705                     | \$ 33.06 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                               |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                       | Other |
| Guidry Steven P<br>C/O MARATHON OIL CORPORATION<br>5555 SAN FELIPE RD.<br>HOUSTON, TX 77056 | Â             | Â         | Â V.P. - Business Development | Â     |

## Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Steven P. Guidry

07/06/2011

\_\_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) Vests in cumulative annual installments of 11,705 and 11,707 shares on May 26, 2012 and 2013, respectively.

(2) Vests in three cumulative annual installments of 11,235, 11,235 and 11,235 on May 25, 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.

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