

MARATHON OIL CORP

Form 4

March 07, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAZALOT CLARENCE P JR

(Last) (First) (Middle)

C/O MARATHON OIL  
CORPORATION, 5555 SAN  
FELIPE ROAD

(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)

03/03/2005

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)

President and CEO

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)
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	03/03/2005		M		21,400	A	\$ 25.5	286,952	D
COMMON STOCK	03/03/2005		M		106,000	A	\$ 23.4063	392,952	D
COMMON STOCK	03/03/2005		S		29,500	D	\$ 48	363,452	D
COMMON STOCK	03/03/2005		S		5,000	D	\$ 48.09	358,452	D
COMMON STOCK	03/03/2005		S		3,000	D	\$ 48.04	355,452	D

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COMMON STOCK	03/03/2005	S	1,000	D	\$ 48.06	354,452	D
COMMON STOCK	03/03/2005	S	6,000	D	\$ 48.03	348,452	D
COMMON STOCK	03/03/2005	S	3,000	D	\$ 48.02	345,452	D

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

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SEC 1474  
(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 a Underly (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 25.5	03/03/2005		M <sup>(1)</sup>	21,400	05/30/2001 05/30/2010	COMM STO
STOCK APPRECIATION RIGHT	\$ 25.5	03/03/2005		M <sup>(1)</sup>	21,400	05/30/2001 05/30/2010	COMM STO
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 23.4063	03/03/2005		M <sup>(1)</sup>	106,000	03/03/2003 <sup>(2)</sup> 03/03/2010	COMM STO
STOCK APPRECIATION RIGHT	\$ 23.4063	03/03/2005		M <sup>(1)</sup>	106,000	03/03/2003 <sup>(2)</sup> 03/03/2010	COMM STO

## 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	X		President and CEO	

## Signatures

R. J. Kolencik-Attorney-in-Fact for Clarence P.  
Cazalot, Jr.

03/07/2005

\_\_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) Exercise of stock option and cancellation of tandem stock appreciation right.

(2) Vests in three equal annual installments on March 3, 2003, 2004 and 2005.

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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