

MARATHON OIL CORP

Form 4

June 14, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHENY KENNETH L

(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)

06/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)

V.P.-Investor Rel./Public Aff.

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 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	06/10/2005		S		700	D	\$ 51.58	45,099	D
COMMON STOCK	06/10/2005		S		200	D	\$ 51.51	44,899	D
COMMON STOCK	06/10/2005		S		1,600	D	\$ 51.47	43,299	D
COMMON STOCK	06/10/2005		S		1,000	D	\$ 51.55	42,299	D
COMMON STOCK	06/10/2005		S		600	D	\$ 51.54	41,699	D

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COMMON STOCK	06/10/2005	S	500	D	\$ 51.45	41,199	D
COMMON STOCK	06/10/2005	S	400	D	\$ 51.59	40,799	D
COMMON STOCK	06/10/2005	S	300	D	\$ 51.48	40,499	D
COMMON STOCK	06/10/2005	S	1,000	D	\$ 51.49	39,499	D
COMMON STOCK	06/10/2005	S	402	D	\$ 51.5	39,097	D
COMMON STOCK	06/10/2005	S	600	D	\$ 51.69	38,497	D
COMMON STOCK	06/10/2005	S	800	D	\$ 51.65	37,697	D
COMMON STOCK	06/10/2005	S	500	D	\$ 51.64	37,197	D
COMMON STOCK	06/10/2005	S	1,800	D	\$ 51.63	35,397	D
COMMON STOCK	06/10/2005	S	3,300	D	\$ 51.62	32,097	D
COMMON STOCK	06/10/2005	S	300	D	\$ 51.61	31,797	D
COMMON STOCK	06/10/2005	S	1,400	D	\$ 51.6	30,397	D
COMMON STOCK	06/10/2005	S	100	D	\$ 51.68	30,297	D
COMMON STOCK	06/10/2005	S	200	D	\$ 51.7	30,097	D
COMMON STOCK	06/10/2005	G ⁽¹⁾	3,000	D	\$ 0	27,097	D

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 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATHENY KENNETH L
C/O MARATHON OIL CORPORATION
5555 SAN FELIPE ROAD
HOUSTON, TX 77056

V.P.-Investor Rel./Public Aff.

Signatures

By: R. J. Kolencik, Attorney-in-Fact for Kenneth L.
Matheny

06/14/2005

__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) Gift to Fidelity Charitable Gift Fund (501(c)(3)).

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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