Watkins Gretchen H
Form 3
February 01, 2013

FORM 3

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

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 APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * Â Watkins Gretchen H	2. Date of Event Requiring Statement (Month/Day/Year) 01/25/2013	3. Issuer Name **and** Ticker or Trading Symbol MARATHON OIL CORP [MRO]	
(Last) (First) (Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE STREET		(Check all applicable)	
(Street)		_____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Vice President (See Remarks)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
HOUSTON,Â TXÂ 77056			
(City) (State) (Zip)			

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	26,395	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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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)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	08/11/2011	08/11/2018	Common Stock	7,616	$ 29.28	D	Â
Employee Stock Option (Right to Buy)	08/11/2011	08/11/2018	Common Stock	6,388	$ 29.28	D	Â
Employee Stock Option (Right to Buy)	05/26/2013	05/26/2020	Common Stock	11,708	$ 19.03	D	Â
Employee Stock Option (Right to Buy)	05/25/2012[(1)]	05/25/2021	Common Stock	33,868	$ 33.06	D	Â
Employee Stock Option (Right to Buy)	02/28/2013[(2)]	02/28/2022	Common Stock	27,100	$ 35.06	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships		
	Director	10% Owner	Officer	Other
Watkins Gretchen H C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON,Â TXÂ 77056	Â	Â	Â Vice President (See Remarks)	Â

Signatures

Richard J. Kolencik, Attorney-in-Fact for Gretchen H. Watkins	02/01/2013
[**]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 11,289, 11,289 and 11,290 shares on May 25, 2012, 2013 and 2014, respectively.

(2)   Vests in cumulative annual installments of 9,033, 9,033 and 9,034 shares on February 28, 2013, 2014 and 2015, respectively.

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Remarks:
ViceÂ President-NorthÂ AmericaÂ ProductionÂ Operations

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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