

MARATHON OIL CORP

Form 3

December 08, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â KRAJECIK CATHERINE
LEE

(Last) (First) (Middle)

C/O MARATHON OIL
CORPORATION,Â 5555 SAN
FELIPE ST

(Street)

HOUSTON,Â TXÂ 77056

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/01/20153. Issuer Name **and** Ticker or Trading Symbol
MARATHON OIL CORP [MRO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Vice President (See Remarks)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 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

23,321

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
currently valid OMB control number.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) | 05/28/2011 | 05/28/2018 | Common Stock | 3,530 | \$ 32.06 | D | Â |
| Employee Stock Option (Right to Buy) | 05/27/2012 | 05/27/2019 | Common Stock | 4,315 | \$ 18.32 | D | Â |
| Employee Stock Option (Right to Buy) | 05/26/2013 | 05/26/2020 | Common Stock | 6,950 | \$ 19.03 | D | Â |
| Employee Stock Option (Right to Buy) | 05/26/2013 | 05/26/2020 | Common Stock | 2,071 | \$ 19.03 | D | Â |
| Employee Stock Option (Right to Buy) | 05/25/2014 | 05/25/2021 | Common Stock | 10,065 | \$ 33.06 | D | Â |
| Employee Stock Option (Right to Buy) | 08/31/2014 | 08/31/2021 | Common Stock | 7,392 | \$ 26.92 | D | Â |
| Employee Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 5,491 | \$ 35.06 | D | Â |
| Employee Stock Option (Right to Buy) | 08/31/2015 | 08/31/2022 | Common Stock | 7,304 | \$ 27.82 | D | Â |
| Employee Stock Option (Right to Buy) | 04/08/2014 ⁽¹⁾ | 04/08/2023 | Common Stock | 6,467 | \$ 32.84 | D | Â |
| Employee Stock Option (Right to Buy) | 10/07/2014 ⁽²⁾ | 10/07/2023 | Common Stock | 6,633 | \$ 34.72 | D | Â |
| Employee Stock Option (Right to Buy) | 04/07/2015 ⁽³⁾ | 04/07/2024 | Common Stock | 19,544 | \$ 34.9 | D | Â |
| Employee Stock Option (Right to Buy) | 02/25/2016 ⁽⁴⁾ | 02/25/2025 | Common Stock | 17,575 | \$ 29.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAJECIK CATHERINE LEE C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ST HOUSTON, TX 77056 | Â | Â | Â Vice President (See Remarks) | Â |

Signatures

Elisa D. Watts, Attorney-in-Fact for Catherine L. Krajicek

12/08/2015

__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 2,155, 2,156 and 2,156 shares on April 8, 2014, 2015 and 2016, respectively.
- (2) Vests in cumulative annual installments of 2,211, 2,211 and 2,211 shares on October 7, 2014, 2015 and 2016, respectively.
- (3) Vests in cumulative annual installments of 6,514, 6,515 and 6,515 shares on April 7, 2015, 2016 and 2017, respectively.
- (4) Vests in cumulative annual installments of 5,858, 5,858 and 5,859 shares on February 25, 2016, 2017 and 2018, respectively.

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Remarks:

ViceÂ President-CorporateÂ DevelopmentÂ andÂ Strategy

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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