

MARATHON OIL CORP
Form 11-K
June 26, 2014

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

FORM 11-K

ANNUAL REPORT

| | | | | |
|-------------------------------------|--|----|--------------------------|--|
| <input checked="" type="checkbox"/> | Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934 | or | <input type="checkbox"/> | Transition Report pursuant to Section 15(d) of the Securities Exchange Act of 1934 |
| | For the fiscal year ended December 31, 2013 | | | For the transition period from _____ to _____ |

Commission File Number 33-56828

Marathon Oil Company Thrift Plan
5555 San Felipe Street
Houston, TX 77056

MARATHON OIL CORPORATION
5555 San Felipe Street, Houston, TX 77056

Marathon Oil Company
Thrift Plan
Financial Statements and
Supplemental Schedule
December 31, 2013 and 2012

Marathon Oil Company
Thrift Plan
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December 31, 2013 and 2012

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
Marathon Oil Company Thrift Plan

We have audited the accompanying statements of net assets available for benefits of the Marathon Oil Company Thrift Plan (the "Plan") as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. The supplemental schedule is the responsibility of the Plan's management. Such information has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McConnell & Jones, LLP

Houston, Texas
June 24, 2014

Marathon Oil Company
 Thrift Plan
 Statements of Net Assets Available for Benefits
 December 31, 2013 and 2012

| | 2013 | 2012 |
|---|------------------|------------------|
| Assets | | |
| Investments, at fair value | \$ 1,221,239,618 | \$ 1,158,643,987 |
| Receivables: | | |
| Notes receivable from participants | 8,036,763 | 8,570,901 |
| Investment income receivable | 259,377 | 953,490 |
| | 8,296,140 | 9,524,391 |
| Net Assets, at Fair Value | 1,229,535,758 | 1,168,168,378 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (8,841,792 |) (16,461,158 |
| Net Assets Available for Benefits | \$ 1,220,693,966 | \$ 1,151,707,220 |

The accompanying notes are an integral part of these financial statements.

Marathon Oil Company
 Thrift Plan
 Statement of Changes in Net Assets Available for Benefits
 Year Ended December 31, 2013

| | |
|---|------------------|
| Additions: | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | \$ 118,942,947 |
| Interest | 7,058,677 |
| Dividends | 21,907,443 |
| | 147,909,067 |
| Interest income on notes receivable from participants | 278,875 |
| Contributions: | |
| Participants | 37,581,443 |
| Employer | 21,927,372 |
| Rollovers and direct plan transfers | 44,111,511 |
| | 103,620,326 |
| Total additions | 251,808,268 |
| Deductions: | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 182,449,143 |
| Administrative expenses | 372,379 |
| Total deductions | 182,821,522 |
| Net Increase | 68,986,746 |
| Net Assets Available for Benefits: | |
| Beginning of year | 1,151,707,220 |
| End of year | \$ 1,220,693,966 |

The accompanying notes are an integral part of these financial statements.

Marathon Oil Company
Thrift Plan
Notes to the Financial Statements
December 31, 2013 and 2012

1. Description of Plan

The following brief description of the Marathon Oil Company Thrift Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description or the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution thrift savings plan. The Plan covers substantially all regular and casual employees of the following entities, which are participating employers in the Plan: Marathon Oil Corporation ("MRO"), Marathon Oil Company (the "Company" or "MOC"), Marathon Service Company. All of these participating employers, other than MRO, are wholly owned subsidiaries of MRO. An eligible employee may participate in the Plan by making contributions to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Participants may elect to make contributions from 1 percent to a maximum of 18 percent of their gross pay consisting of after-tax contributions, or 1 percent to a maximum of 25 percent of their gross pay consisting of pre-tax contributions, Roth 401(k) contributions, or a combination of both. In addition, catch up contributions are allowed under the Plan, which allow for additional contributions for participants who have attained age 50 before the close of the Plan year as permitted under the Internal Revenue Code (the "Code"). An active participant may make any combination of after-tax and pre-tax payroll contributions provided that the participant does not exceed the maximums permitted under the Code or the limits set forth in the Plan document.

The contributions of highly compensated employees ("HCEs") are subject to additional limitations pursuant to the provisions of Code Sections 401(k) and 401(m). Compensation of a participant taken into account under the Plan is limited to \$255,000 for 2013, as provided in Code Section 401(a)(17).

Participants may also make rollover contributions or direct-plan transfer contributions of qualified distributions from the qualified plans of the Company, its subsidiaries, its affiliates, and any other qualified plans or individual retirement accounts ("IRA") upon specific authorization and subject to such terms and conditions as set forth by the Plan Administrator.

To the extent that the Company has accumulated earnings and profits, the Company will match on a dollar for dollar basis each participant's after-tax or pre-tax contributions to the Plan up to an aggregate of 7 percent of each participant's gross pay.

Valuation of Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) Plan earnings (losses) based on the participant's relative investment holdings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully and immediately vested in their contributions plus actual earnings thereon. Participants become fully vested in the Company contributions, plus actual earnings thereon, in any of the following ways: upon retirement under the Retirement Plan of the Company; at death; after three years of vesting service with the Company or a participating employer; or upon attainment of age 65.

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Notes to the Financial Statements
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Participant Loans

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are collateralized by the balance in the participant's account and bear interest rates that currently range from 3.25 percent to 9.50 percent, determined in accordance with plan provisions. Principal and interest is paid ratably through payroll deductions for active employees and through automatic payments for participants not receiving pay and retirees.

Payment of Benefits

On termination of service, unless a participant elects otherwise or as required by the Code, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The participant alternatively may elect to defer the commencement of benefits until a date no later than the April 1, immediately following the calendar year in which such participant attains age 70-1/2. In accordance with the provisions of the Code, mandatory distributions equal to or less than \$5,000 but greater than \$1,000 require automatic rollover to an IRA for participants who fail to make an active election otherwise available under the Plan. A retired member or a spouse beneficiary member may withdraw, during any year, all or any portion of the remaining balance in his or her account, subject to certain restrictions. An installment settlement option is available to retired participants subject to certain requirements and restrictions.

Forfeitures

Non-vested participants whose services with the Company have been terminated will forfeit their entire Company-matching contribution and earnings thereon when either of the following takes place: (1) they remove their participant contributions from the Plan, or (2) they do not regain employment within five years of termination. Company contributions and earnings thereon are eligible for reinstatement, should a member be rehired prior to the limitation indicated under the Plan. Total forfeitures of \$565,574 for the year ended December 31, 2013 were used to reduce employer matching contributions made to the Plan. The forfeited balance held in the Plan as of December 31, 2013 was \$10,554. The forfeited balance held in the Plan as of December 31, 2012 was \$307,126.

Investment Options

Effective June 28, 2013, MPC (Marathon Petroleum Corporation) stock was removed from the Thrift Plan as an investment option. This was communicated to participants in November of 2012. Any remaining assets in MPC stock were, by default, transferred to one of the Pyramis Core Lifecycle Commingled Pools-Class V, which is the Qualified Designated Plan Investment Alternative (QDIA).

Effective November 29, 2013, the BrokerageLink and the Stable Value Fund are competing options due to the change in wrap providers for the Stable Value Fund. Additional wrap capacity for the Stable Value Fund was obtained through Bank of Tokyo Mitsubishi UFJ ("BTMU"). This wrap capacity was obtained to replace capacity held by State Street Bank and Trust Company. One of the conditions of the BTMU contract is that the Plan considers BrokerageLink and the Stable Value Fund as competing investment options, so participants cannot make direct exchanges between these two investment options. A 90 day investment in a non-competing investment option is required first.

Effective September 2013, the Natixis Financial Products Wrapper Contract under the Stable Value Fund was replaced with the Prudential Insurance Co America Wrapper Contract, due to the departure of Natixis from the wrapper contract business.

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2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes gains and losses on investments bought and sold as well as held during the year. Investment related expenses are also included in net appreciation of fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2013 and 2012.

Administration of Plan Assets

All costs, expenses, and fees incurred in administering the Plan, to the extent not paid by the Company, are incurred by the participants. Fees or charges for investment management services are not paid by the Company but are borne by the participants electing such services. Any taxes applicable to the participants' account are charged or credited to the participants' account by Fidelity Investments Institutional Operations Company, Inc ("FIIOS").

The Stable Value Fund is managed by Fidelity Management Trust Company pursuant to a trust agreement. Any fees charged by Fidelity Management Trust Company are deducted from the interest earned by Plan members in the Stable Value Fund. The total amount of fees charged for 2013 in connection with the Stable Value Fund was \$1,262,793.

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3. Accounting Standards Update

In October 2012, the FASB issued ASU 2012-04, "Technical Corrections and Improvements" ("ASU 2012"), which contains amendments that affect a number of topics, including technical corrections and improvements to the Accounting Standards Codification (ASC) and conforming amendments related to fair value measurements, which include clarifying the treatment of selling costs for plan investments in determining fair value of plan assets subject to ASC Topic 962, "Plan Accounting - Defined Contribution Pension Plans." These amendments are effective for public entities for interim and annual reporting periods beginning after December 15, 2012. The adoption of this ASU did not impact the Plan's financial statements.

4. Fair Value Measurements

The FASB ASC 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach, and the cost approach, each of which includes multiple valuation techniques. This hierarchy consists of three broad levels:

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority;

Level 2 inputs consist of quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means;

Level 3 inputs are unobservable and significant to the fair value measurement and have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits adjusted to contract value for benefit-responsive contracts. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major plan asset class at December 31, 2013 and 2012.

Common stock - Investments in common stocks are valued using a market approach at the closing price reported in an active market and is therefore considered Level 1.

Mutual funds - Investments in mutual funds, including money market mutual funds, are valued using a market approach at the net asset value of shares held. The net asset value is generally based on prices from a public exchange, which is normally the principal market on which a significant portion of the underlying investments are traded, and is considered Level 1. Interest-bearing cash includes cash on deposit.

Common Collective Trusts ("CCTs") - Investment in CCTs are valued using a market approach at the net asset value of units held, but investment opportunities in such funds are limited to institutional investors on behalf of defined contribution plans. A significant portion of the underlying investments are mainly publicly traded. This investment is considered Level 2.

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Synthetic Investment Contracts (“SICs”) - A fund which primarily invests in several investment contracts issued by insurance companies and other approved financial institutions, and other short-term investments. The Stable Value Fund is valued using a market and cost approach as described in Note 6. This investment with the exception of cash and cash equivalents is considered Level 2.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2013

| | Level 1 | Level 2 | Level 3 | Total |
|-----------------------------|---------------|---------------|---------|-----------------|
| Mutual funds: | | | | |
| Balanced | \$25,521,697 | \$— | \$— | \$25,521,697 |
| Blend | 216,113,845 | — | — | 216,113,845 |
| Growth | 107,317,722 | — | — | 107,317,722 |
| International-Stk | 29,543,908 | — | — | 29,543,908 |
| Other* | 49,965,573 | — | — | 49,965,573 |
| Taxable bond | 84,391,947 | — | — | 84,391,947 |
| Value | 15,129,774 | — | — | 15,129,774 |
| Money market** | 24,147,146 | — | — | 24,147,146 |
| Common/collective trusts*** | — | 174,989,221 | — | 174,989,221 |
| Common stock | 72,615,099 | — | — | 72,615,099 |
| SICs | 2,558,354 | 418,945,332 | — | 421,503,686 |
| Total assets at fair value | \$627,305,065 | \$593,934,553 | \$— | \$1,221,239,618 |

* Include Brokerage Link investments

** Include Interest-bearing Cash

*** CCTs are Pyramis Core Lifecycle (2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, and 2055) Commingled Pools. These pools seek active return until the pool's targeted retirement year. Thereafter, the pool's objective will be capital preservation. These pools invest in a diversified portfolio of equity, fixed income and/or short-term products. The underlying pools may use futures, options, swaps, and exchange traded funds to remain fully invested, while being able to respond to participant cash flows and to take advantage of changes in interest rates and other factors affecting value. Each pool's target asset allocation percentages will become more conservative over time by reducing allocations to equity and increasing allocations to fixed income and/or short-term products. Each pool's retirement date target allocation will be approximately 50 percent equity index, 40 percent fixed income index, and 10 percent short term. There are no redemption restrictions on these CCTs.

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Assets at Fair Value as of December 31, 2012

| | Level 1 | Level 2 | Level 3 | Total |
|-----------------------------|---------------|---------------|---------|-----------------|
| Mutual funds: | | | | |
| Balanced | \$21,226,555 | \$— | \$— | \$21,226,555 |
| Blend | 158,184,264 | — | — | 158,184,264 |
| Growth | 77,918,546 | — | — | 77,918,546 |
| International-Stk | 24,737,788 | — | — | 24,737,788 |
| Other* | 37,214,257 | — | — | 37,214,257 |
| Taxable bond | 98,895,457 | — | — | 98,895,457 |
| Value | 6,782,396 | — | — | 6,782,396 |
| Money market** | 22,038,780 | — | — | 22,038,780 |
| Common/collective trusts*** | — | 134,481,995 | — | 134,481,995 |
| Common stock | 124,907,024 | — | — | 124,907,024 |
| SICs | 6,858,803 | 445,398,122 | — | 452,256,925 |
| Total assets at fair value | \$578,763,870 | \$579,880,117 | \$— | \$1,158,643,987 |

* Include Brokerage Link investments

** Include Interest-bearing Cash

***CCTs are Pyramis Core Lifecycle (2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, and 2055) Commingled Pools. These pools seek active return until the pool's targeted retirement year. Thereafter, the pool's objective will be capital preservation. These pools invest in a diversified portfolio of equity, fixed income and/or short-term products. The underlying pools may use futures, options, swaps, and exchange traded funds to remain fully invested, while being able to respond to participant cash flows and to take advantage of changes in interest rates and other factors affecting value. Each pool's target asset allocation percentages will become more conservative over time by reducing allocations to equity and increasing allocations to fixed income and/or short-term products. Each pool's retirement date target allocation will be approximately 50 percent equity index, 40 percent fixed income index, and 10 percent short term. There are no redemption restrictions on these CCTs.

Marathon Oil Company
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 Notes to the Financial Statements
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5. Investments

The following presents individual investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31:

| | 2013 | 2012 |
|---|-------------|--------------|
| State Street Bank & Trust Company Boston 107029* | \$— | \$68,933,619 |
| Natixis Financial Products Wrapper Contract 1203-03* | — | 111,345,446 |
| Prudential Insurance Co America ACT 063025001* | 60,943,497 | — |
| Marathon Oil Corporation Common Stock | 72,615,099 | 78,198,664 |
| Spartan 500 Index Fund - Fidelity Advantage Class | 84,057,513 | 58,600,245 |
| Bank of Tokyo - Mitsubishi ACT FID-MARAOIL13-1* | 105,590,643 | — |
| American General Life Wrapper Contract 1627651* | 108,883,704 | 114,365,554 |
| Chase Manhattan Bank Wrapper Contract AMarathon-2-07* | 143,527,488 | 150,753,503 |

* SICs are investments included in the Stable Value Fund comprised of underlying assets and wrapper contracts (used as liquidity guarantees).

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

| | |
|--------------------------|---------------|
| Mutual funds | \$73,627,511 |
| Common stock | 21,573,074 |
| Common /collective trust | 23,742,362 |
| | \$118,942,947 |

6. Stable Value Fund

The Stable Value Fund comprised approximately 34 percent and 38 percent of total Plan investments at December 31, 2013 and 2012, respectively. At December 31, 2013 and 2012 the Plan held SICs of \$410,103,540 and \$428,936,964, respectively, recorded at contract value. A SIC is comprised of two components, an underlying asset and a wrapper contract. The wrapper contract guarantees the SIC's contract value. The underlying asset is valued at representative quoted market prices. The wrapper contract is valued by using replacement cost methodology. If there is a rebid with the same rate, the wrapper value is zero. On the other hand, if there is a rebid with a revised rate, an annual calculation is performed using the revised rate and the total present value of rebid determined. The present value of the rebid is the value of the wrapper contract. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The remaining assets of \$2,558,354 and \$6,858,803 held by the Stable Value Fund at December 31, 2013 and 2012 respectively, are invested in cash equivalents, for which the stated cost approximates fair value.

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The following presents the fair value, adjustment to contract value, and the major credit rating of each individual SIC held within the Stable Value Fund at December 31, 2013 and 2012:

| Stable Value Fund at December 31, 2013 | | | |
|--|---|----------------|---------------------------------|
| | Standard and Poor's Credit Rating | Fair Value | Adjustment to Contract Value |
| Bank of Tokyo - Mitsubishi ACT FID-MARAOIL13-1 | A+ | \$ 105,590,643 | \$(2,228,478) |
| Chase Manhattan Bank Wrapper Contract Amarathon-2-07 | A+ | 143,527,488 | (3,029,131) |
| American General Life Wrapper Contract 1627651 | A+ | 108,883,704 | (2,297,978) |
| Prudential Insurance Co America ACT 063025001 | AA- | 60,943,497 | (1,286,205) |
| | | \$418,945,332 | \$(8,841,792) |
| Stable Value Fund at December 31, 2012 | | | |
| | Standard and Poor's Credit Rating | Fair Value | Adjustment to Contract Value |
| State Street Bank & Trust Boston Wrapper Contract 107029 | AA- | \$68,933,619 | \$(2,547,669) |
| Chase Manhattan Bank Wrapper Contract Amarathon-2-07 | A+ | 150,753,503 | (5,571,593) |
| American General Life Wrapper Contract 1627651 | A+ | 114,365,554 | (4,226,757) |
| Natixis Financial Products Wrapper Contract 1203-03 | A | 111,345,446 | (4,115,139) |
| | | \$445,398,122 | \$(16,461,158) |

The Stable Value Fund portfolio's average yield for 2013 and 2012 was 1.66 percent and 2.13 percent, respectively. The portfolio's crediting rate at December 31, 2013 and 2012 was 1.53 percent and 1.86 percent, respectively. The crediting rate formula is used to convert market value changes in the underlying assets into income distributions. Using the crediting rate formula, an estimated future market value is calculated by compounding the current market value at the current yield to maturity for a period equal to duration. The contract crediting rates associated with the SICs are typically reviewed and reset, if needed, on a quarterly basis. Wrapper contracts provide a guarantee that the crediting rate will not fall below zero percent. The crediting rate may be affected by many factors, including purchases and redemptions by participants, but the precise impact depends on whether the market value of the underlying assets is higher or lower than the contract value of those assets.

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A wrap issuer may terminate a wrapper contract in accordance with the terms of the contract. A wrap issuer may also terminate a wrapper contract if Fidelity Management Trust Company investment management authority over the Stable Value Fund is limited or terminated as well as if all of the terms of the wrapper contract fail to be met. In addition, wrapper contracts limit the ability of the Stable Value Fund to transact at contract value upon the occurrence of certain events (e.g. complete or partial termination of the plan, early retirement program, or the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Code). However, the Plan Administrator believes the occurrence of these types of events is not probable.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, | |
|---|------------------|------------------|
| | 2013 | 2012 |
| Net assets available for benefits per the financial statements | \$ 1,220,693,966 | \$ 1,151,707,220 |
| Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 8,841,792 | 16,461,158 |
| Net assets per the Form 5500 | \$ 1,229,535,758 | \$ 1,168,168,378 |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

| | |
|--|---------------|
| Increase in net assets available for benefits per the financial statements | \$68,986,746 |
| Adjustment from fair value to contract value for benefit-responsive investment contracts | |
| Prior year adjustment | (16,461,158) |
| Current year adjustment | 8,841,792 |
| Net income per the Form 5500 | \$61,367,380 |

8. Party-in-Interest Transactions

Shares of MRO common stock may be purchased directly from MRO or on the open market. During 2013, all shares of the MRO common stock were purchased on the open market.

Certain Plan investments are shares of mutual funds managed by FIIOS. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

The Plan also holds notes receivable representing participant loans that qualify as party-in-interest transactions.

All party-in-interest transactions noted above are deemed exempt from the prohibited transaction rules.

9. Plan Termination

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

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10. Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Plan Administrator by letter dated March 14, 2013, that the Plan, as amended, meets the requirements of Code Section 401(a), and the trust is not subject to tax under present income tax law. This determination letter was applicable for the amendments executed January 27, 2010 and prior. The Plan has been amended since January 27, 2010. However, the Plan Administrator and the Plan's tax counsel believe that the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the Code.

GAAP requires the Plan Administrator to evaluate uncertain tax positions taken by the Plan and to recognize a tax liability (or asset) when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

11. Risks and Uncertainties

The Plan provides for various investment options. These investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in the near or long term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

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Marathon Oil Company
 Thrift Plan EIN 25-1410539, Plan Number 003
 Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2013

| (a)(b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|--|----------------------------------|----------------------------------|
| * Marathon Oil Corporation | Marathon Oil Common Stock - | 2,057,085 shares \$72,615,099 |
| Investment Trust Shares | | |
| * Fidelity Government Income Fund | Investment Company - | 897,589 shares 9,119,507 |
| * Fidelity Retirement Govt. Money Market | Investment Company - | 12,289,054 shares 12,289,054 |
| * Fidelity Mid Cap Value Fund | Investment Company - | 449,013 shares 10,147,694 |
| * Spartan Extended Market Index Fund | Investment Company - | 705,389 shares 37,681,869 |
| * Spartan 500 Index Fund - Fidelity Advantage Class | Investment Company - | 1,283,517 shares 84,057,512 |
| PIMCO Total Return Institutional | Investment Company - | 3,037,982 shares 32,476,032 |
| * Fidelity Balanced K | Investment Company - | 1,122,326 shares 25,521,697 |
| * Fidelity Contrafund K | Investment Company - | 443,987 shares 42,653,823 |
| * Fidelity Fund K | Investment Company - | 53,809 shares 2,293,897 |
| * Fidelity Growth Company K | Investment Company - | 402,980 shares 48,240,773 |
| * Fidelity International Discovery K | Investment Company - | 194,968 shares 7,876,695 |
| * Fidelity Low Priced Stock K | Investment Company - | 800,579 shares 39,564,626 |
| * Spartan International Index Fund | Investment Company - | 1,191,851 shares 48,472,590 |
| * Pyramis Core Lifecycle 2000 Commingled | Investment Company - | 745,702 shares 8,724,714 |
| * Pyramis Core Lifecycle 2005 Commingled | Investment Company - | 247,191 shares 3,005,837 |
| * Pyramis Core Lifecycle 2010 Commingled | Investment Company - | 524,297 shares 6,747,698 |
| * Pyramis Core Lifecycle 2015 Commingled | Investment Company - | 1,937,590 shares 24,743,018 |
| * Pyramis Core Lifecycle 2020 Commingled | Investment Company - | 3,090,257 shares 38,319,190 |
| * Pyramis Core Lifecycle 2025 Commingled | Investment Company - | 2,892,455 shares 36,936,650 |
| * Pyramis Core Lifecycle 2030 Commingled | Investment Company - | 1,675,190 shares 20,621,587 |
| * Pyramis Core Lifecycle 2035 Commingled | Investment Company - | 973,185 shares 12,213,470 |
| * Pyramis Core Lifecycle 2040 Commingled | Investment Company - | 848,245 shares 10,492,787 |
| * Pyramis Core Lifecycle 2045 Commingled | Investment Company - | 557,899 shares 6,940,258 |
| * Pyramis Core Lifecycle 2050 Commingled | Investment Company - | 399,671 shares 4,895,967 |
| * Pyramis Core Lifecycle 2055 Commingled | Investment Company - | 102,513 shares 1,348,045 |
| Dodge & Cox Stock Fund | Investment Company - | 29,502 shares 4,982,080 |
| Columbia Acorn International Z | Investment Company - | 144,468 shares 6,743,770 |
| Morgan Stanley Mid Cap Growth | Investment Company - | 207,759 shares 9,413,538 |
| DFA Emerging Markets Value | Investment Company - | 540,509 shares 14,923,443 |

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| (a)(b) | (c) | (e) |
|--|---------------------------|-------------------------------|
| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment | Current Value |
| Vanguard Total Bond Market | Investment Company - | 4,052,690 shares \$42,796,408 |
| Wells Fargo Advantage Small Cap Value | Investment Company - | 120,195 shares 4,043,351 |
| Kalmar Growth with Value Small Cap | Investment Company - | 307,303 shares 7,009,588 |

* Indicates party-in-interest.

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| (a) (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value | |
|--|--|-------------------------|-----|
| Stable Value Contract Carriers Bank of Tokyo - Mitsubishi ACT Wrapper Contract FID-MARAOIL13-1; 1.62% | Actively Managed Global Wrap** | | |
| Total Contract Value/Fair Market Value | | \$105,590,643 | *** |
| Chase Manhattan Bank Wrapper Contract AMarathon-02-07; 1.62% | Actively Managed Global Wrap** | | |
| Total Contract Value/Fair Market Value | | 143,527,488 | *** |
| Prudential Insurance Co America ACT Wrapper Contract 063025001; 1.62% | Actively Managed Global Wrap** | | |
| Total Contract Value/Fair Market Value | | 60,943,497 | *** |
| American General Life Wrapper Contract 1627651; 1.62% | Actively Managed Global Wrap** | | |
| Total Contract Value/Fair Market Value | | 108,883,704 | *** |
| * Fidelity Management Trust Company Variable interest rate - 1.66% as of 12/31/13 | Interest-Bearing Cash-Fidelity Institutional Cash Portfolios; Money Market Portfolio; Class A Money Market Pool | 2,558,354 | |
| Brokerage Link | Self-Directed Brokerage Accounts | 61,823,665 | |
| Total Investments | | 1,221,239,618 | |
| * Fidelity Management Trust Company Interest rates range from 3.25%-9.50% due 1/3/2013- 01/18/2019, dates for defaulted loan balance year ranges 2002 to 2013 | Loans to Plan Participants | 8,036,763 | |
| Totals | | \$1,229,276,381 | |

* Indicates party-in-interest.

** A SIC is comprised of two components, an underlying asset and a wrapper contract. The underlying assets are valued at representative quoted market prices. The wrapper contracts are valued by using replacement cost

methodology. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses. The wrapper contract guarantees the SIC contract value.

***Pages 16 thru 29 list the fair value of each underlying investment of the SICs'. Each SIC owns approximately a 25 percent interest in the total fair value of the Fund.

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| (CASH) | Actively Managed Global Wrap Underlying Investments | \$ 10,007,415 |
| ABB FIN USA INC 1.625% 5/08/17 | | 175,005 |
| AT&T INC 2.95% 5/15/16 | | 496,018 |
| ABBEY NATL 3.875 11/10/14 144A | | 986,295 |
| ALLYL 2012-SN1 A3 .57% 8/20/15 | | 600,345 |
| ALLYA 2013-1 A3 .63% 5/15/17 | | 1,050,274 |
| AMER EXPRESS CR 3ML+85 6/24/14 | | 1,190,407 |
| AMERICAN EX MTN 1.3% 07/29/16 | | 445,789 |
| AMXCA 2012-2 A .68% 3/18 | | 2,194,610 |
| AMXCA 2013-3 A .98% 05/19 | | 803,607 |
| AMXCA 2012-5 A 0.59% 5/18 | | 1,299,730 |
| AMERICAN HONDA FIN 2.125 10/18 | | 440,064 |
| AMER HONDA 2.5% 9/21/15 144A | | 490,754 |
| AMERICAN HONDA 1.5% 9/17 144A | | 445,237 |
| APPLE INC 1% 5/3/18 | | 1,578,952 |
| AUSTRALIA & NZ 1.875% 10/06/17 | | 451,525 |
| AUSTRALIA & NZ 1.45% 5/15/18 | | 426,432 |
| BB&T CORP MTN B/E 3.2% 3/15/16 | | 494,828 |
| BB&T CORP 2.05% 6/19/18 | | 395,104 |
| BPCM 1.375% 5/10/18 | | 641,538 |
| BACM 2006-4 A1A CSTR 7/46 | | 871,205 |
| BANK AMER 4.5% 4/1/15 | | 216,772 |
| BANK OF AMERICA CRP MTN 2 1/18 | | 888,374 |
| BAAT 2012-1 A4 1.03 12/16 | | 451,628 |
| BANK OF MONTREL 2.375% 1/25/19 | | 441,127 |

| | |
|-------------------------|---------|
| BANK OF NY MTN 2.4% | 733,127 |
| 1/17/17 | |
| BSCMS 05-T18 A4 4.933% | 660,474 |
| 2/42 | |
| BSCMS 05-PWR8 A4 4.674 | 472,484 |
| 6/41 | |
| BSCMS 2006-T22 A1A CSTR | 804,623 |
| 4/38 | |
| BSCMS 06-PW12 A1A CSTR | 615,579 |
| 9/38 | |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| BSCMS 2006-PW13 A1A 5.533 9/41 | Actively Managed Global Wrap Underlying Investments | \$759,291 |
| BERKSHIRE HATH FIN 1.6 5/15/17 | | 578,467 |
| BERK HATH INC 2.2% 8/15/16 | | 489,334 |
| BMWLT 2013-1 A3 .54% 09/15 | | 413,088 |
| BRITISH COLMB PRO 1.2% 4/25/17 | | 2,680,056 |
| BRIT COLMB PROV 2.1% 5/18/16 | | 1,304,155 |
| CD 2005-CD1 A4 CSTR 7/44 | | 276,816 |
| CD 06-CD2 A1B CSTR 1/46 | | 1,225,389 |
| CD 2007-CD5 A1A 5.8% 11/44 | | 842,750 |
| COMM 2012-CR5 A1 0.673% 12/45 | | 282,949 |
| COMM 2012-CR1 A1 1.116% 5/45 | | 133,897 |
| COMM 2012-CR1 A2 2.35% 5/45 | | 376,940 |
| COMM 2012-CR2 A1 .824% 08/45 | | 149,957 |
| COMM 2013-CR9 A1 1.3440% 7/45 | | 180,504 |
| COMET 2013-A1 A1 .63% 11/18 | | 2,252,759 |
| COMET 2013-A3 A3 .96% 9/19 | | 1,053,580 |
| CARMX 2013-3 A3 .97% 11/15/16 | | 433,400 |
| CATERPILR F MTN 1.3% 03/01/18 | | 435,145 |
| CHAIT 2012-A3 A3 0 6/17 | | 2,107,966 |
| CHAIT 2012-A5 A5 .59% 8/17 | | 2,100,748 |
| CHAIT 2012-A8 A8 0.54% 10/17 | | 2,899,258 |
| CHAIT 2013-A8 A8 1.01% 10/18 | | 878,972 |

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| | |
|-----------------------------------|-----------|
| CHEVRON CORP NE 1.104% 12/5/17 | 830,627 |
| CHEVRON CORP 0.889% 06/24/16 | 190,484 |
| CITIGROUP 1.25% 1/15/16 | 912,162 |
| CCCIT 2012-A1 A1 0.55% 10/17 | 1,260,032 |
| CCCIT 13-A3 A3 1.11% 7/23/18 | 715,682 |
| CCCIT 2013-A6 A6 1.32% 09/18 | 1,057,545 |
| CCCIT 2013-A10 A10 .73% 02/18 | 886,954 |
| CGCMT 2006-C5 A4 5.431 10/49 | 416,310 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| CGCMT 13-GC11 A1 0.672% 12/17 | Actively Managed Global Wrap Underlying Investments | \$307,264 |
| COCA-COLA CO 1.15% 3/5/18 | | 866,776 |
| COCA-COLA CO 1.65% 11/1/18 | | 652,798 |
| COLGATE-PALMOLIVE 0.9% 5/1/18 | | 543,123 |
| COMM 2006-C8 A4 0 12/46 | | 612,597 |
| COMM 2006-C7 A1A CSTR 6/46 | | 890,441 |
| COMM 2013-LC6 A1 .7240% 1/46 | | 218,895 |
| COMMONWEALTH NY 1.95% 3/16/15 | | 709,545 |
| CORNELL UNIV 4.35% 2/1/14 | | 496,338 |
| CREDIT SUISSE NY 2.2% 1/14/14 | | 1,609,247 |
| DBUBS 2011-LC3A A1 2.238 8/44 | | 79,243 |
| JOHN DEERE CAP 1.3% 3/12/18 | | 652,197 |
| DCENT 2012-A1 A1 0.81% 8/17 | | 1,033,976 |
| DCENT 2012-A3 A 0.86% 11/15/17 | | 1,084,750 |
| DCENT 2013-A2 A2 .69% 07/18 | | 2,097,170 |
| DCENT 2013-A5 A5 1.04% 04/19 | | 878,987 |
| FHLG 15YR 5.00% 5/14 #E77225 | | 579 |
| FHLG 15YR 5.00% 6/14 #E77373 | | 3,020 |
| FHLM ARM 4.889% 3/33 #847126 | | 3,530 |
| FHLG 15YR 4.50% 8/18 #E98688 | | 262,847 |
| | | 95,560 |

| | |
|----------------------------------|---------|
| FHLG 15YR 4.50% 9/18 #E99205 | |
| FHLG 15YR 4.50% 10/18 #E99833 | 130,519 |
| FHLM ARM 3.53% 4/40 #1B4657 | 138,409 |
| FHLM ARM 3.58% 4/40 #1B4702 | 105,396 |
| FHLM ARM 4.68% 1/36 #847584 | 44,196 |
| FHLM ARM 3.88% 1/35 #848084 | 28,565 |
| FHLM ARM 5.084% 8/35 #1J0005 | 69,525 |
| FHLG 7.50% 7/34 #G02115 | 447,611 |
| FHLG 15YR 5.00% 3/19 #G13052 | 347,301 |
| FHLG 15YR 4.00% 7/24 #G13596 | 1,197 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| FHLG 15YR 3.50% 1/26 #G14312 | Actively Managed Global Wrap Underlying Investments | \$269,103 |
| FHLG 15YR 4.00% 9/25 #G14376 | | 959 |
| FHLG 15YR 3.50% 4/27 #G14449 | | 757,089 |
| FHLG 15YR 3.50% 10/26 #G14450 | | 8,993 |
| FHLG 15YR 4.00% 6/24 #G18312 | | 1,433 |
| FHLG 25YR 5.50% 7/35 #G05815 | | 144,134 |
| FHLM ARM 4.941% 11/35 #1J1228 | | 145,246 |
| FHLG 10YR 3.00% 8/21 #J16393 | | 300,153 |
| FHLG 10YR 3.00% 8/21 #J16442 | | 267,864 |
| FHLM ARM 5.78% 10/35 #1N0063 | | 35,536 |
| FHLM ARM 5.37% 12/35 #1N0106 | | 118,935 |
| FHLM ARM 3.717% 05/41#1B8124 | | 86,945 |
| FHLM ARM 3.224% 4/41#1B8179 | | 53,287 |
| FHLM ARM 3.464% 5/1/41#1B8304 | | 56,422 |
| FHLM ARM 3.627% 6/1/41#1B8372 | | 89,165 |
| FHLM ARM 3.283 6/1/41 | | 69,733 |
| FHLM ARM 2.98% 8/41 #1B8533 | | 216,320 |
| FHLM ARM 3.07% 9/41 #1B8608 | | 115,219 |
| FHLM ARM 3.242% 9/1/41#1B8659 | | 59,064 |
| FHLG 5.50% 3/34 #G01665 | | 213,731 |
| FHLG 15YR 5.50% 4/18 #G11389 | 115,904 | |

| | |
|----------------------------------|-----------|
| FHLG 15YR 4.00% 9/25 #E02787 | 368,567 |
| FHLG 15YR 4.00% 4/26 #E02867 | 197,868 |
| FHLG 15YR 4.50% 11/18 #B10931 | 80,379 |
| FHLM ARM 4.199% 8/36 #848185 | 71,534 |
| FHLG 5.50% 5/34 #Z40042 | 1,592,433 |
| FHR 2417 EH 6% 2/17 | 21,226 |
| FHR 2394 KD 6% 12/16 | 30,384 |
| FNMA 0.5% 7/02/15 | 4,418,445 |
| FNMA .5% 9/28/15 | 2,527,708 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| FNMA .875% 10/26/17 | Actively Managed Global Wrap Underlying Investments | \$759,805 |
| FNMA .875% 2/8/18 | | 1,957,685 |
| FNMA 0.625% 8/26/16 | | 7,195,738 |
| FNMA 1.875% 09/18/18 | | 7,664,845 |
| FNMA 1.625% 11/27/18 | | 7,237,978 |
| FNR 2013-9 FA 1ML+35 03/42 | | 1,057,212 |
| FNR 2011-88 AB 2.5% 9/26 | | 233,384 |
| FNR 2012-15 FP 1ML+38 6/40 | | 700,558 |
| FNR 2012-94 E 3% 6/22 | | 277,998 |
| FHR 2011-3938 BE 2% 10/21 | | 629,773 |
| FHR 3943 EF 1ML+25 2/26 | | 401,142 |
| FHR 3763 QA 4% 4/34 | | 351,257 |
| FHR 3820 DA 4% 11/35 | | 338,122 |
| FHR SER 4221 CLS GA 1.4% 7/23 | | 1,217,582 |
| FHLMC 1.25% 5/12/17 | | 1,084,854 |
| FHLMC 1% 9/29/17 | | 1,947,287 |
| FHLMC .75% 1/12/18 | | 2,261,351 |
| FNMA 15YR 7.00% 11/14 #252920 | | 351 |
| FNMA 15YR 7.00% 2/15 #253033 | | 27,707 |
| FNMA 15YR 7.00% 9/15 #253430 | | 499 |
| FNMA 5.50% 11/34 #310105 | 1,149,655 | |
| FNMA 15YR 6.50% 6/14 #323794 | 1,602 | |
| FNMA ARM 3.228% 7/41#AI3469 | 93,189 | |
| FNMA ARM 3.01% 8/41 #AI4358 | 81,028 | |
| FNMA ARM 3.545% 07/41#AI6050 | 100,351 | |
| FNMA ARM 3.365% 10/41#AI6819 | 57,099 | |
| FNMA ARM 3.37% 9/41 #AI8935 | 112,599 | |
| FNMA ARM 09/41#AI9813 | 65,689 | |
| FNMA ARM 10/41#AJ3399 | 20,056 | |

FNMA ARM 2.74% 8/41
#AH5259

423,428

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| FNMA ARM 2.57% 10/41 #AH5261 | Actively Managed Global Wrap Underlying Investments | \$247,825 |
| FNMA 15YR 3.50% 1/26 #AL1168 | | 288,874 |
| FNMA 15YR 3.50% 5/27 #AL1741 | | 2,024 |
| FNMA 15YR 3.50% 3/27 #AL1746 | | 1,178,412 |
| FNMA 15YR 3.50% 5/27 #AL1751 | | 758 |
| FNMA ARM 06/42#AO2244 | | 70,510 |
| FNMA 15YR 7.00% 4/15 #532552 | | 752 |
| FNMA 15YR 7.00% 1/16 #535675 | | 3,598 |
| FNMA 6.50% 7/32 #545759 | | 50,343 |
| FNMA 6.50% 7/32 #545762 | | 25,673 |
| FNMA 15YR 7.00% 6/17 #545928 | | 6,603 |
| FNMA 15YR 6.50% 6/15 #555720 | | 1,114 |
| FNMA 15YR 7.00% 10/15 #556250 | | 211 |
| FNMA 15YR 7.00% 8/16 #599824 | | 6,983 |
| FNMA 15YR 6.50% 7/16 #613007 | | 308 |
| FNMA 15YR 7.00% 1/17 #626726 | | 9,022 |
| FNMA 15YR 7.00% 3/17 #635939 | | 16,799 |
| FNMA 15YR 7.00% 3/17 #638317 | | 12,614 |
| FNMA 15YR 7.00% 10/17 #665372 | | 8,391 |
| FNR 2002-56 MC 5.5% 9/17 | | 32,050 |
| FNR 2003-74 PG 4.5% 8/18 | 156,117 | |
| FNR 2005-90 FC 1ML+25 10/35 | 233,353 | |
| | | 229,236 |

| | |
|---------------------------------|-----------|
| FNR 2005-106 UF 1ML+30 11/35 | |
| FHR 2866 XE 4 12/18 | 85,664 |
| FHR 3117 JF 1ML+30 2/36 | 252,165 |
| FHR 3102 FD 1ML+30 1/36 | 640,180 |
| FNR 2008-29 BG 4.7% 12/35 | 109,443 |
| FNR 2008-95 AD 4.5% 12/23 | 394,500 |
| FNR 2011-23 AB 2.75% 6/25/20 | 174,538 |
| FNMA 1.625% 10/26/15 | 1,040,157 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| FNR 2010-123 DL 3.5% 11/25 | Actively Managed Global Wrap Underlying Investments | \$156,663 |
| FHR 3741 HD 3% 11/15/39 | | 287,245 |
| FNR 2010-135 DE 2.25% 4/24 | | 285,131 |
| FNR 2010-143 B 3.5% 12/25 | | 253,533 |
| FHR 3659 EJ 3% 6/18 | | 362,908 |
| FNMA ARM 4.801% 2/33 #695019 | | 28,230 |
| FNMA ARM 3.984% 5/33 #703915 | | 7,122 |
| FNMA 15YR 6.50% 3/18 #705791 | | 45,870 |
| FNMA ARM 4.68% 11/34 #735011 | | 97,759 |
| FNMA 6.50% 12/32 #735415 | | 25,702 |
| FNMA 6.50% 7/35 #745092 | | 26,984 |
| FNMA 15YR 4.50% 6/19 #745278 | | 120,463 |
| FNMA ARM 3.753% 10/33 #746320 | | 44,371 |
| FNMA ARM 4.358% 10/33 #754672 | | 17,293 |
| FNMA ARM 3.752% 10/33 #755148 | | 46,949 |
| FNMA ARM 5.05% 7/34 #801635 | | 18,962 |
| FNMA ARM 4.53% 12/34 #802852 | | 95,236 |
| FNMA ARM 4.293% 3/35 #815586 | | 18,743 |
| FNMA ARM 4.653% 3/35 #816322 | | 5,127 |
| FNMA ARM 5.12% 6/35 #823810 | | 61,032 |
| FNMA ARM 5.344% 7/35 #834917 | 12,076 | |
| FNMA ARM 5.349% 12/34 #843013 | 33,624 | |
| FNMA ARM 5.280% 3/35 #843014 | 26,435 | |
| | | 27,421 |

| | |
|----------------------------------|---------|
| FNMA ARM 4.893% 10/35 #847787 | |
| FNMA ARM 6.25% 6/36 #886983 | 25,629 |
| FNMA 6.50% 8/36 #888034 | 36,417 |
| FNMA 6.50% 8/36 #888544 | 147,438 |
| FNMA 15YR 4.50% 7/20 #888653 | 53,155 |
| FNMA ARM 4.21% 5/35 #889946 | 179,493 |
| FNMA ARM 4.30% 2/35 #995017 | 203,983 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| FNMA ARM 4.898% 5/35 #995272 | Actively Managed Global Wrap Underlying Investments | \$30,286 |
| FNMA ARM 4.58% 7/35 #995273 | | 69,735 |
| FNMA ARM 4.53% 10/35 #995414 | | 174,112 |
| FNMA ARM 4.55% 10/35 #995415 | | 714,574 |
| FNMA ARM 4.512% 12/36 #995606 | | 201,011 |
| FNMA ARM 2.61% 4/35 #995609 | | 69,242 |
| FNMA ARM 3.20% 1/40 #AC0599 | | 188,728 |
| FNMA ARM 4.285% 7/33#AD0066 | | 70,249 |
| FNMA ARM 2.42% 11/36 #AD0710 | | 64,936 |
| FNMA 6.50% 12/35 #AD0723 | | 170,645 |
| FNMA ARM 3.47% 3/40 #AD0820 | | 144,898 |
| FNMA 6.50% 8/36 #AE0746 | | 131,976 |
| FNMA ARM 11/40#AE6806 | | 57,384 |
| FORDO 2011-B A4 1.35% 12/16 | | 402,852 |
| FORDL 2012-B A3 0.57% 9/15 | | 520,546 |
| FORDO 2012-D A3 0.51% 4/17 | | 549,971 |
| FORDO 2013-A A3 .55% 07/17 | | 645,884 |
| FORDL 2013-A A3 0.60% 3/16 | | 760,546 |
| FORDO 2013-B A3 .57% 6/16 | | 569,594 |
| FORDL 2013-B A3 .76% 09/16 | | 340,018 |
| GEMNT 2009-4 A 3.8% 11/17 | 791,508 | |
| GEMNT 2012-1 A 1.03% 1/18 | 862,768 | |
| GEMNT 2012-5 A 0.95% 6/15/18 | 2,174,609 | |

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| | |
|-------------------------|---------|
| GMACC 2004-C2 A4 5.301% | 451,865 |
| 8/38 | |
| GSMS 2011-GC5 A1 CSTR | 227,475 |
| 8/44 | |
| GSMS 2012-GC6 A1 1.282% | 106,622 |
| 1/45 | |
| GSMS 2013-GC10 A1 .696% | 67,236 |
| 2/46 | |
| GSMS 2013-GC10 A2 1.84% | 179,431 |
| 2/46 | |
| GSMS 2013-GC12 A1 VAR | 297,171 |
| 06/46 | |
| GNMA 15YR 4% | 542 |
| 04/25#737164 | |

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Marathon Oil Company
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 December 31, 2013

| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| GNMA 15YR 4% 05/25#737261 | Actively Managed Global Wrap Underlying Investments | \$548 |
| GNMA 15YR 4% 03/25#737348 | | 455 |
| GNMA 15YR 4.00% 1/25 #723552 | | 540 |
| GNMA 30YR 5.5% 06/35#783800 | | 201,649 |
| GSMS 04-GG2 A6 CSTR 8/38 | | 385,153 |
| GSMS 2006-GG6 A2 5.506% 4/38 | | 19,737 |
| GSMS 2006-GG6 A1A CSTR 4/38 | | 406,054 |
| GSMS 2006-GG8 A1A 5.547 11/39 | | 514,072 |
| GNMA 15YR 4% 06/25#676681 | | 692 |
| GNMA 15YR 4% 10/24#710940 | | 429 |
| GECMC 2005-C2 A4 CSTR 5/43 | | 1,138,940 |
| GECMC 2006-C1 A4 CSTR 3/44 | | 656,040 |
| GECMC 2006-C1 A1A CSTR 3/44 | | 580,345 |
| GE-CORP .85% 10/09/15 | | 486,191 |
| GE CAP MTN 3.5% 6/29/15 | | 580,363 |
| GE CAP CORP 2.25% 11/9/15 | | 453,865 |
| GENERAL ELEC 2.95% 5/09/16 | | 137,703 |
| GENERAL ELEC MTN3.35% 10/17/16 | | 746,270 |
| GOLDMAN SACHS MTN 3.7% 8/1/15 | | 371,961 |
| GOLDMAN SAC GRP 3.625% 2/07/16 | | 355,350 |
| GNR 2010-99 PT 3.5% 8/33 | | 110,982 |
| GNR 2010-112 PM 3.25% 9/33 | | 87,016 |
| CFGNR 2011-150 D 3% 4/37 | | 127,657 |
| | | 737,517 |

| | |
|----------------------------------|-----------|
| GNR 2013-9 F VAR 1ML+25 1/43 | |
| GNR 2012-149 MF 1ML+25 12/42 | 1,052,554 |
| G2SF 12-149 LF 1ML+25 12/42 | 423,411 |
| GNR 2013-37 F 0.4712% 3/20/43 | 284,218 |
| GNR 13-41 PA 2.5% 04/40 | 557,454 |
| CANADA GOVT .875% 2/14/17 | 682,219 |
| HAROT 2013-3 A3 0.77% 05/17 | 531,376 |

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Marathon Oil Company
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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| HAROT 2013-1 A3 .48% 12/15 | Actively Managed Global Wrap Underlying Investments | \$999,608 |
| HAROT 2013-2 A3 .53% 2/17 | | 309,835 |
| HSBC BANK 3.1% 5/24/16 144A | | 991,739 |
| HART 2013-A A3 0.56% 7/17 | | 1,000,132 |
| HART 2013-B A3 .71% 09/17 | | 771,243 |
| INTERCONT EXCH 2.5% 10/15/18 | | 310,867 |
| IBRD 0.5% 04/15/2016 | | 2,884,478 |
| INTL FIN CORP .875% 06/15/18 | | 1,485,778 |
| JPMORGAN CHASE 3.15% 7/05/16 | | 681,841 |
| JPMC CO 1.625% 5/15/18 | | 431,553 |
| JPMCC 2005-LDP2 A3 4.697 7/42 | | 154,923 |
| JPMCC 2006-LDP7 A1A CSTR 4/45 | | 657,326 |
| JPMCC 2006-CB16 A1A 5.546 5/45 | | 1,089,678 |
| JPMCC 2007-LD11 A2 CSTR 6/49 | | 174,810 |
| JPMCC 2012-C6 A2 2.2058% 5/45 | | 448,786 |
| JPMCC 2012-LC9 A1 .6698% 12/47 | | 594,621 |
| JPMCC 2013-C10 .7302% 12/15/47 | | 220,979 |
| LBUBS 2006-C6 A4 5.372% 9/39 | | 164,061 |
| LBUBS 2004-C8 4.799% 12/29 | | 428,118 |
| LBUBS 2005-C1 AAB CSTR 2/30 | | 53,404 |
| LBUBS 05-C1 A1A 4.581% 2/15/30 | | 534,706 |
| MANU&TRD NT PRG 1.45% 3/7/18 | | 869,394 |
| | | 1,083,853 |

| | |
|------------------------|---------|
| MANITOBA (PROV) 1.125% | |
| 6/1/18 | |
| MASSMUTUAL GLB 3.125 | 996,496 |
| 4/16 144A | |
| MASSMUTUAL GLBL 2% | 461,367 |
| 4/5/17 144A | |
| MASSMUTUAL GBL 2.1 | 662,090 |
| 8/2/18 144A | |
| MBALT 2013-B A3 1.06% | 670,298 |
| 07/16 | |
| MBALT 2013-A A3 .59% | 790,651 |
| 02/16 | |
| MBART 2013-1 A3 0.78% | 551,410 |
| 08/17 | |
| MLMT 05-CKI1 A1A CSTR | 209,359 |
| 11/37 | |

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Marathon Oil Company
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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| MLMT 2006-C2 A1A CSTR 8/43 | Actively Managed Global Wrap Underlying Investments | \$702,110 |
| MET LIFE GLBL 2.5 9/29/15 144A | | 714,022 |
| MET LIFE GLBL 1.5 1/18 144A | | 885,282 |
| MET LIFE 1.875% 6/22/18 144A | | 369,147 |
| MICROSOFT CORP .875% 11/15/17 | | 133,005 |
| MICROSOFT CORP 3.625% 12/15/23 | | 646,536 |
| MIDAMERICAN ENE 2.4% 03/15/19 | | 663,673 |
| MLCFC 2006-3 A4 CSTR 7/46 | | 1,783,035 |
| MIZUHO CORP 1.85% 3/21/18 144A | | 871,627 |
| MSC 2006-IQ11 A1A CSTR 10/42 | | 885,381 |
| MORGAN STANLEY 4.1% 1/26/15 | | 197,768 |
| MSC 2006-HQ9 A4 CSTR 7/44 | | 430,765 |
| MSBAM 2012-C5 A1 .916% 8/45 | | 353,176 |
| MSBAM 2012-C5 A2 1.972% 8/45 | | 752,922 |
| NCUA GTD NTS MA 1.4% 6/12/15 | | 657,461 |
| NEW YORK LIFE 1.3% 10/17 144A | | 1,163,751 |
| NAROT 2013-A A3 .50% 5/17 | | 799,762 |
| NALT 2013-A A3 .61% 04/16 | | 890,121 |
| NAROT 2013-B A3 0.84% 11/17 | | 782,277 |
| NORDEA BK AG .875% 5/16 144A | | 657,446 |
| NEF 2005-1 A5 4.74% 10/45 | | 194,090 |
| PNC FUND MTN 3.625% 2/8/15 | | 550,633 |

| | |
|-----------------------------------|---------|
| PNC BK NA 1.3% 10/3/16 | 661,506 |
| PHILIP MORS INT 1.875% 1/15/19 | 557,203 |
| PRICOA GLBL F 1.6% 5/18 144A | 645,246 |
| PROCTER & GAMBLE 1.8% 11/15/15 | 434,773 |
| PROCTER & GAMBLE 1.6% 11/15/18 | 787,190 |
| RABOBANK NDL 1.7% 3/19/18 | 877,899 |
| ROYAL BK CAN GL .85% 03/08/16 | 173,211 |
| ROYAL BK CANADA 2.3% 7/20/16 | 210,887 |

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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| SLMA 2012-7 A2 1ML+28 9/19 | Actively Managed Global Wrap Underlying Investments | \$398,662 |
| SLMA 2013-1 A1 1ML+15 1/17 | | 537,141 |
| SANOFI AVENTIS 2.625% 3/29/16 | | 512,786 |
| STATE STREET 2.875% 3/07/16 | | 742,118 |
| SUMITOMO BKG 1.9% 1/12/15 144A | | 473,693 |
| SUMITOMO MITSUI BKG 1.8% 7/17 | | 673,152 |
| TARGET CORP 1.125% 7/18/14 | | 225,029 |
| TENN VLY AUTH 1.75% 10/15/18 | | 878,093 |
| TORONTO DOM BK 2.5% 7/14/16 | | 989,021 |
| TORONTO DOMINI 2.375% 10/19/16 | | 484,949 |
| TORONTO DOM 1.4% 4/30/18 | | 862,765 |
| TOTAL CAP CDA L 1.45% 01/15/18 | | 466,585 |
| TOTAL CAPITAL SA 1.5% 2/17/17 | | 470,422 |
| TOYOTA MOTOR CRD 1.25% 10/5/17 | | 669,289 |
| TAOT 2013-A A3 .55% 01/17 | | 490,054 |
| UBSBB 2012-C2 A1 1.006% 5/63 | | 325,742 |
| UBSCM 2012-C1 A1 1.032% 5/45 | | 198,042 |
| UBSCM 2012-C1 A2 2.180% 5/45 | | 387,435 |
| UBSBB 2012-C4 A1 .6728 12/45 | | 243,597 |
| USAA CAPITAL 1.05% 9/14 144A | | 535,805 |
| | | 483,439 |

| | |
|---------------------------|------------|
| USAA CAP CO 2.25% | |
| 12/13/16 144 | |
| UBSBB 2013-C6 A1 .805% | |
| 4/46 | 248,242 |
| UNION BK NA 3% 6/6/16 | 1,019,446 |
| UST NOTES 0.625% 12/15/16 | 606,656 |
| USTN 1.5% 12/31/18 | 2,659,365 |
| USTN 1.75% 7/31/15 | 34,690,972 |
| USTN 1.375% 9/30/18 | 1,806,048 |
| USTN 1% 9/30/16 | 65,439,545 |
| USTN .875% 11/30/16 | 59,031,992 |
| USTN .875% 1/31/17 | 4,803,996 |

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Marathon Oil Company
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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| USTN 1% 3/31/17 | Actively Managed Global Wrap Underlying Investments | \$3,603,059 |
| USTN .875% 4/30/17 | | 9,514,992 |
| USTN .750% 6/30/17 | | 2,191,512 |
| US T NOTES1% 05/31/18 | | 1,607,019 |
| UST NOTES 0.25% 10/31/15 | | 5,972,141 |
| UST NOTES 1.25% 10/31/18 | | 8,280,321 |
| VALET 2013-1 A3 .56% 8/17 | | 669,257 |
| VWALT 2013-A A3 0.84% 07/16 | | 572,476 |
| VALET 2013-2 A4 1.56% 03/20/20 | | 637,923 |
| WFRBS 13-C14 A1 .836% 6/15/46 | | 184,848 |
| WFRBS 2013-C14 A2 2.133% 6/46 | | 179,877 |
| WFRBS 2011-C5 A1 1.456 11/44 | | 95,392 |
| WFRBS 2012-C8 A1 .864% 8/45 | | 205,593 |
| WFRBS 2012-C8 A2 1.881% 8/45 | | 410,647 |
| WFRBS 2013-C11 A1 .799% 03/45 | | 131,351 |
| WFRBS 13-C13 A1 0.778% 5/45 | | 173,793 |
| WBCMT 06-C23 A1A CSTR 1/45 | | 794,408 |
| WBCMT 2006-C23 A5 CSTR 1/45 | | 854,580 |
| WBCMT 06-C24 A1A CSTR 3/45 | | 474,700 |
| WBCMT 2006-C25 A5 CSTR 5/43 | | 230,637 |
| WBCMT 05-C16 APB 4.692% 10/41 | 72,076 | |
| WBCMT 2006-C26 A1A CSTR 6/45 | 553,198 | |
| WBCMT 2006-C29 A1A 5.297 11/48 | 397,567 | |
| | | 240,850 |

| | |
|-----------------------------------|---------|
| WBCMT 2007-C31A A2 5.421% 4/47 | |
| WAL MART STORES 2.8% 4/15/16 | 402,332 |
| WAL-MART STORES 1.125% 4/18 | 863,611 |
| WFCM 2013-LC12 A1 1.676% 7/46 | 717,286 |
| WESTPAC BANKING CRP 2% 8/14/17 | 808,517 |
| WPACBKG 0.95% 01/12/16 | 675,105 |
| WOART 2012-A A3 0.64% 2/17 | 580,949 |

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Marathon Oil Company
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| (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (e) Current Value |
|---|---|-------------------------|
| WOLS 2012-A A3 0.93% 11/15 | Actively Managed Global Wrap Underlying Investments | \$300,854 |
| WOART 2013-A A3 .64% 4/16/18 | | 389,706 |
| WOLS 2013-A A3 1.10% 12/16 | | 803,235 |
| Total Fair Value of Underlying Investments | | \$418,945,332 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator of the Marathon Oil Company Thrift Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

MARATHON OIL COMPANY THRIFT PLAN

By /s/ Deanna L. Jones
Deanna L. Jones, Plan Administrator

Dated: June 24, 2014

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EXHIBIT INDEX

23.1 - Consent of Independent Registered Public Accounting Firm

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