

CLARK JANET F
Form 4
March 02, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK JANET F

(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)
02/28/2011

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)
Executive V.P. and CFO

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 or Price | | |
| Marathon Oil Corporation Common Stock | 02/28/2011 | | F | | 2,698 | D | \$ 49.45 208,609 |
| Marathon Oil Corporation Common Stock | 02/28/2011 | | M | | 150,800 | A | \$ 16.805 359,409 |
| | 02/28/2011 | | D | | 50,786 | D | \$ 49.9 308,623 |

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Marathon
Oil
Corporation
Common
Stock

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|--------|---|---------|---------|---|
| Corporation | 02/28/2011 | F | 34,541 | D | \$ 49.9 | 274,082 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|-----|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 300 | D | \$ 49.45 | 273,782 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|--------|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 18,525 | D | \$ 49.46 | 255,257 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|--------|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 18,010 | D | \$ 49.47 | 237,247 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 6,158 | D | \$ 49.48 | 231,089 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 4,300 | D | \$ 49.49 | 226,789 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|--------|---|---------|---------|---|
| Corporation | 02/28/2011 | S | 12,600 | D | \$ 49.5 | 214,189 | D |
| Common Stock | | | | | | | |

Marathon
Oil

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|---------|---|
| Corporation | 02/28/2011 | S | 4,680 | D | \$ 49.51 | 209,509 | D |
| Common Stock | | | | | | | |

| | | | | | | | |
|--|------------|---|-----|---|--|---------|---|
| | 02/28/2011 | S | 900 | D | | 208,609 | D |
|--|------------|---|-----|---|--|---------|---|

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Marathon Oil Corporation Common Stock \$ 49.515

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

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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 and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 16.805 | 02/28/2011 | | M | 150,800 | 05/26/2005 ⁽¹⁾ 05/26/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK JANET F C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | | | Executive V.P. and CFO | |

Signatures

R. J. Kolencik, Attorney-in-Fact for Janet F. Clark 03/02/2011

**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) Vested in cumulative annual installments of 84,933, 84,933 and 84,934 shares on May 26, 2005, 2006 and 2007, respectively.

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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