Stewart Michael K Form 4 December 19, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stewart Michael K

2. Issuer Name and Ticker or Trading Symbol

MARATHON OIL CORP [MRO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

V.P.-Accounting and Controller

Issuer

below)

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

10% Owner X_ Officer (give title Other (specify

C/O MARATHON OIL CORPORATION, 5555 SAN

(Street)

(State)

FELIPE ROAD

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

(Month/Day/Year)

12/19/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77056

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned **Following**

6. 7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (D) or Indirect (I) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) (D) Price

Marathon Oil

12/19/2011

Code V Amount

5,672

(1)

\$0 34,778.252

D

(Instr. 4)

Common Stock

Corporation

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Stewart Michael K - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Other Director 10% Owner Officer

Stewart Michael K C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056

V.P.-Accounting and Controller

Signatures

a currently valid OMB number.

Yvonne R. 12/19/2011 Kunetka

**Signature of Date Reporting Person

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) Restricted Stock granted under Marathon Oil Corporation 2007 Incentive Compensation Plan, which vests on December 19, 2014. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

Reporting Owners 2