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MARATHON OIL CORP  
Form 8-K  
March 04, 2002

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): FEBRUARY 27, 2002

MARATHON OIL CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| DELAWARE<br>(State or other jurisdiction<br>of incorporation) | 1-5153<br>(Commission<br>File Number) | 25-0996816<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|  |                          |
|--|--------------------------|
| 5555 SAN FELIPE ROAD, HOUSTON, TEXAS<br>(Address of principal executive offices) | 77056-2723<br>(Zip Code) |
|--|--------------------------|

Registrant's telephone number, including area code: (713) 629-6600

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1

ITEM 5. OTHER EVENTS.

On February 27, 2002, Marathon Oil Corporation ("Marathon") entered into an underwriting agreement for the public offering of \$450,000,000 aggregate principal amount of its 6.125% Notes due 2012 and \$550,000,000 aggregate principal amount of its 6.800% Notes due 2032 (the "Notes"). The Notes are to be issued under an Indenture dated February 26, 2002 between the Company and JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (the "Senior Indenture"). Closing of the issuance and sale of the Notes is scheduled for March 4, 2002.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

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- 1.1 Underwriting Agreement dated February 27, 2002 among Marathon and Banc of America Securities LLC and Salomon Smith Barney Inc., as representatives of the several Underwriters.
- 1.2 Pricing Agreement dated February 27, 2002 among Marathon and Banc of America Securities LLC and Salomon Smith Barney Inc., as representatives of the several Underwriters.
- 4.1 Indenture dated February 26, 2002 between Marathon and JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (the "Senior Indenture").
- 4.2 Indenture dated February 26, 2002 between Marathon and JPMorgan Chase Bank, as Trustee, relating to subordinated debt securities of Marathon.
- 4.3 Officers' Certificate delivered pursuant to Sections 1.02, 2.01, 3.01 and 3.03 of the Senior Indenture dated as of March 4, 2002, providing for the issuance of Marathon's 6.125% Notes due 2012 and 6.800% Notes due 2032.
- 4.4 Form of Notes (included in Exhibit 4.3 above).
- 5.1 Opinion of Baker Botts L.L.P.

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARATHON OIL CORPORATION

Date: March 4, 2002

By: /s/ A. G. ADKINS

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Name: A. G. Adkins  
Title: Vice President - Accounting  
and Controller

EXHIBIT INDEX

| Number | Exhibit   |
|--------|---|
| -----  | -----   |
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