

MARATHON OIL CORP  
Form 10-Q/A  
May 13, 2011

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

FORM 10-Q/A1

(Mark  
One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Quarterly Period Ended March 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5153

Marathon Oil Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

25-0996816  
(I.R.S. Employer Identification No.)

5555 San Felipe Road, Houston, TX 77056-2723  
(Address of principal executive offices)

(713) 629-6600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 712,088,523 shares of Marathon Oil Corporation common stock outstanding as of April 29, 2011.

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## Explanatory Note

We are filing this Amendment No. 1 to our quarterly report on Form 10-Q for the quarter ended March 31, 2011 solely to file Exhibit 3.1. This amendment does not change or update the disclosures set forth in the Form 10-Q as originally filed and does not otherwise reflect events occurring after the original filing of the Form 10-Q.

## Item 6. Exhibits

| Exhibit Number | Exhibit Description   | Form | Exhibit | Filing Date | Incorporated by Reference |                |                    |
|----------------|---|------|---------|-------------|---------------------------|----------------|--------------------|
|                |   |      |         |             | SEC File No.              | Filed Herewith | Furnished Herewith |
| 3.1            | Amended By-laws of Marathon Oil Corporation   |      |         |             |                           | X              |                    |
| 12.1           | Computation of Ratio of Earnings to Fixed Charges.  | 10-Q | 12.1    | 05/06/2011  |                           |                |                    |
| 31.1           | Certification of President and Chief Executive Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934.                | 10-Q | 31.1    | 05/06/2011  |                           |                |                    |
| 31.2           | Certification of Executive Vice President and Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934. | 10-Q | 31.2    | 05/06/2011  |                           |                |                    |
| 32.1           | Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350.  | 10-Q | 32.1    | 05/06/2011  |                           |                |                    |
| 32.2           | Certification of Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.   | 10-Q | 32.2    | 05/06/2011  |                           |                |                    |
| 101.INS        | XBRL Instance Document.   | 10-Q | 101.INS | 05/06/2011  |                           |                |                    |
| 101.SCH        | XBRL Taxonomy Extension Schema.   | 10-Q | 101.SCH | 05/06/2011  |                           |                |                    |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase.  | 10-Q | 101.PRE | 05/06/2011  |                           |                |                    |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase.   | 10-Q | 101.CAL | 05/06/2011  |                           |                |                    |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase.  | 10-Q | 101.DEF | 05/06/2011  |                           |                |                    |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase.   | 10-Q | 101.LAB | 05/06/2011  |                           |                |                    |



SIGNATURES

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 thereunto duly authorized.

May 13, 2011

MARATHON OIL CORPORATION

By: /s/ Michael K. Stewart  
Michael K. Stewart  
Vice President, Accounting and Controller

