Kerrigan Sylvia J
Form 3
November 10, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Kerrigan Sylvia J

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE RD.

(Street)

HOUSTON,Â TXÂ 77056

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/01/2009

3. Issuer Name **and** Ticker or Trading Symbol
MARATHON OIL CORP [MRO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
V.P., Gen. Counsel & Secretary

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Marathon Oil Corporation Common Stock	14,168.918 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Right	05/26/2007	05/26/2014	Common Stock	3,734	$ 16.805	D	Â
Employee Stock Option (Right to Buy)	06/10/2008	06/10/2015	Common Stock	11,400	$ 25.835	D	Â
Employee Stock Option (Right to Buy)	06/01/2009	06/01/2016	Common Stock	9,600	$ 37.8175	D	Â
Employee Stock Option (Right to Buy)	05/30/2008(2)	05/30/2017	Common Stock	9,000	$ 61.05	D	Â
Employee Stock Option (Right to Buy)	05/28/2009(3)	05/28/2018	Common Stock	7,000	$ 51.17	D	Â
Employee Stock Option (Right to Buy)	05/27/2010(4)	05/27/2019	Common Stock	12,850	$ 29.24	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kerrigan Sylvia J C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON,Â TXÂ 77056	Â	Â	Â V.P., Gen. Counsel & Secretary	Â

Signatures

R. J. Kolencik, Attorney-in-Fact for Sylvia J. Kerrigan	11/10/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 14,145 shares of restricted stock granted under Marathon Oil Corporation's 2007 Incentive Compensation Plan.

(2) Vests in cumulative, equal annual installments of 3,000 shares each on May 30, 2008, 2009 and 2010.

(3) Vests in three cumulative annual installments of 2,333, 2,333 and 2,334 shares on May 28, 2009, 2010, and 2011, respectively.

(4) Vests in three cumulative annual installments of 4,283, 4,283 and 4,284 shares on May 27, 2010, 2011, and 2012, 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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