

CAMPBELL EILEEN M
Form 3
June 03, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 CAMPBELL EILEEN M
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/01/2010

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE ROAD

(Street)

HOUSTON,Â TXÂ 77056

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice President, Public Policy

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 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 | 81,987.562 | 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) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Stock Appreciation Right | 05/26/2005 | 05/26/2014 | Common Stock | 64,200 | \$ 16.805 | D | Â |
| Employee Stock Option (Right to Buy) | 05/25/2006 | 05/25/2015 | Common Stock | 34,000 | \$ 23.825 | D | Â |
| Employee Stock Option (Right to Buy) | 06/01/2007 | 06/01/2016 | Common Stock | 15,200 | \$ 37.8175 | D | Â |
| Employee Stock Option (Right to Buy) | 05/30/2008 | 05/30/2017 | Common Stock | 15,600 | \$ 61.05 | D | Â |
| Employee Stock Option (Right to Buy) | 02/27/2009 ⁽¹⁾ | 02/27/2018 | Common Stock | 16,500 | \$ 54.36 | D | Â |
| Employee Stock Option (Right to Buy) | 02/25/2010 ⁽²⁾ | 02/25/2019 | Common Stock | 27,000 | \$ 23.82 | D | Â |
| Employee Stock Option (Right to Buy) | 02/24/2011 ⁽³⁾ | 02/24/2020 | Common Stock | 32,600 | \$ 29.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|---------|-------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| CAMPBELL EILEEN M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | Â | Â | Â | Vice President, Public Policy | Â |

Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M. Campbell

06/03/2010

__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) Vests in three cumulative annual installments of 5,500, 5,500 and 5,500 shares on February 27, 2009, 2010, and 2011, respectively.
- (2) Vests in three cumulative annual installments of 9,000, 9,000 and 9,000 shares on February 25, 2010, 2011, and 2012, respectively.
- (3) Vests in three cumulative annual installments of 10,867, 10,867 and 10,866 shares on February 24, 2011, 2012, and 2013, 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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