

MARATHON OIL CORP  
Form 8-K  
September 27, 2007

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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):

September 27, 2007

Marathon Oil Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5153

25-0996816

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

5555 San Felipe Road, Houston, Texas

77056

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(713) 629-6600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On September 27, 2007, Marathon Oil Corporation ("Marathon") completed the sale of \$750,000,000 aggregate principal amount of its 6.000% Senior Notes due 2017 and \$750,000,000 aggregate principal amount of its 6.600% Senior Notes due 2037 (collectively, the "Notes"), which were sold pursuant to an underwriting agreement (the "Underwriting Agreement"). The Notes were issued under an Indenture dated February 26, 2002 between Marathon and The Bank of New York Trust Company, N.A., successor in interest to JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (the "Senior Indenture"). The Underwriting Agreement, the Senior Indenture and the forms of the Notes are included as exhibits to this current report and are incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement dated September 20, 2007 among Marathon and Banc of America Securities LLC and J.P. Morgan Securities Inc., as representatives of the several Underwriters named therein.

4.1 Indenture dated February 26, 2002 between Marathon and The Bank of New York Trust Company, N.A., successor in interest to JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (incorporated by reference to Exhibit 4.4 to Marathon's Registration Statement on Form S-3 filed with the SEC on July 26, 2007 (Reg. No. 333-144874)).

4.2 Officers' Certificate delivered pursuant to Sections 1.02, 2.01, 3.01 and 3.03 of the Senior Indenture, dated as of September 27, 2007, providing for the issuance of Marathon's 6.000% Senior Notes due 2017 and 6.600% Senior Notes due 2037.

4.3 Form of Notes (included in Exhibit 4.2 above).

5.1 Opinion of Baker Botts L.L.P.

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**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 hereunto duly authorized.

Marathon Oil Corporation

*September 27, 2007*

By: *Michael K. Stewart*

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*Name: Michael K. Stewart*

*Title: Vice President, Accounting and Controller*

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<b>Exhibit No.</b>	<b>Description</b>
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4.4	Form of Notes (included in Exhibit 4.2 above).
5.1	Opinion of Baker Botts L.L.P.