### Edgar Filing: MARATHON OIL CORP - Form 4/A

MARATHON Form 4/A January 04, 20									
						OMB AP	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check this if no longe	r					Expires:	January 31, 2005		
subject to Section 16 Form 4 or	STATEMENT C	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
Form 5 obligations may continue. See Instruction 1(b). 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 Re	esponses)								
1. Name and Ad DEATON CI	dress of Reporting Person <u>*</u> HAD C	2. Issuer Name <b>and</b> Ticker or Trading Symbol MARATHON OIL CORP [MRO]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)					all applicable)			
C/O MARAT CORPORAT FELIPE STR	ION, 5555 SAN	(Month/Day/Year) 01/03/2017	_X_ Director 10% Owner Officer (give title Other (specify below) below)						
HOUSTON	(Street) TX 77056	4. If Amendment, Dat Filed(Month/Day/Year) 01/04/2017	Siled(Month/Day/Year)     A       01/04/2017			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, TX 77056									
(City)	(State) (Zip)	Table I - Non-De	erivative Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	eemed 3. tion Date, if Transacti Code h/Day/Year) (Instr. 8)	4. Securities A onor Disposed o (Instr. 3, 4 and	of (D) d 5) (A)	<ul> <li>5. Amount of Securities</li> <li>Beneficially</li> <li>Owned</li> <li>Following</li> <li>Reported</li> <li>Transaction(s)</li> </ul>	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Marathon		Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Oil Corporation Common Stock	01/03/2017	А	9,853.604 (1)	A \$0	35,500.508 (2)	D			
Marathon Oil Corporation Common Stock	01/03/2017	D	0.459 <u>(3)</u>	D \$0	35,500.049	D			

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
					Exercisable	-					
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEATON CHAD C C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056	X					
Signatures						
Kim Warnica, Attorney-in-Fact for Chad C. Deaton		01/04/20	017			

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Non-Retainer Annual Director Stock Unit Award granted under Marathon Oil Corporation 2016 Incentive Compensation Plan. These
 (1) common stock units, along with their accrued dividend equivalent rights, are payable in shares of common stock upon the reporting person's departure from the Board of Directors.

Date

- (2) Includes dividends of 365.573 shares previously not reported pursuant to Rule 16a-11.
- (3) Fractional stock units remaining upon vesting of common stock units on January 3, 2017 are forfeited pursuant to the terms of the Directors' Deferred Comp Plan.

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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