

CLARK JANET F
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
CLARK JANET F

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive V.P. and CFO

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Marathon Oil Corporation Common Stock	06/30/2011		J ⁽¹⁾	28,434	A	\$ 0	237,043	D

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

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SEC 1474 (9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 16.708	06/30/2011		J ⁽²⁾	13,334	01/16/2005 ⁽³⁾	01/16/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 10.47	06/30/2011		J ⁽²⁾	12,694	01/16/2007	01/16/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.825	06/30/2011		J ⁽²⁾	117,800	05/25/2006 ⁽⁴⁾	05/25/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 14.93	06/30/2011		J ⁽²⁾	112,168	05/25/2008	05/25/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 37.818	06/30/2011		J ⁽²⁾	60,400	06/01/2007 ⁽⁵⁾	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.69	06/30/2011		J ⁽²⁾	57,491	06/01/2009	06/01/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 61.05	06/30/2011		J ⁽²⁾	47,800	05/30/2008 ⁽⁶⁾	05/30/2017	Common Stock
Employee Stock	\$ 38.25	06/30/2011		J ⁽²⁾	45,509	05/30/2010	05/30/2017	Common Stock

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Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 54.36	06/30/2011	<u>J(2)</u>	42,400	02/27/2009 ⁽⁷⁾	02/27/2018	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 34.06	06/30/2011	<u>J(2)</u>	40,337	02/27/2011	02/27/2018	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 23.82	06/30/2011	<u>J(2)(8)</u>	112,900	02/25/2010 ⁽⁹⁾	02/25/2019	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 14.92	06/30/2011	<u>J(2)(8)</u>	131,697	02/25/2011 ⁽¹⁰⁾	02/25/2019	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 29.17	06/30/2011	<u>J(2)(8)</u>	100,300	02/24/2011 ⁽¹¹⁾	02/24/2020	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 18.28	06/30/2011	<u>J(2)(8)</u>	138,590	02/24/2011 ⁽¹²⁾	02/24/2020	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 49.18	06/30/2011	<u>J(8)</u>	75,200	02/23/2012 ⁽¹³⁾	02/23/2021	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 30.81	06/30/2011	<u>J(8)</u>	119,836	02/23/2012 ⁽¹⁴⁾	02/23/2021	Comm Stock	

