

Thill Howard J SR
 Form 4
 July 05, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Thill Howard J SR

(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
 Officer (give title below) ___ Other (specify below)
 V.P.-Investor Rel./Public Aff.

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Marathon Oil Corporation Common Stock | 06/30/2011 | | J ⁽¹⁾ | 4,353 A | \$ 0 17,385.6052 ⁽²⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Thill Howard J SR - Form 4

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 and Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 25.835 | 06/30/2011 | | J ⁽³⁾ | | | 2,134 | 06/10/2006 ⁽⁴⁾ | 06/10/2015 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 16.19 | 06/30/2011 | | J ⁽³⁾ | | | 2,031 | 06/10/2008 | 06/10/2015 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 37.818 | 06/30/2011 | | J ⁽³⁾ | | | 4,268 | 06/01/2007 ⁽⁵⁾ | 06/01/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.69 | 06/30/2011 | | J ⁽³⁾ | | | 4,062 | 06/01/2009 | 06/01/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 61.05 | 06/30/2011 | | J ⁽³⁾ | | | 9,000 | 05/30/2008 ⁽⁶⁾ | 05/30/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 38.25 | 06/30/2011 | | J ⁽³⁾ | | | 8,568 | 05/30/2010 | 05/30/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 54.36 | 06/30/2011 | | J ⁽³⁾ | | | 7,300 | 02/27/2009 ⁽⁷⁾ | 02/27/2018 | Common Stock |

| | | | | | | | |
|--------------------------------------|----------|------------|---------------------------|--------|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 34.06 | 06/30/2011 | <u>J⁽³⁾</u> | 6,944 | 02/27/2011 | 02/27/2018 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.82 | 06/30/2011 | <u>J⁽³⁾⁽⁸⁾</u> | 15,300 | 02/25/2010 ⁽⁹⁾ | 02/25/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 14.92 | 06/30/2011 | <u>J⁽³⁾⁽⁸⁾</u> | 17,847 | 02/25/2011 ⁽¹⁰⁾ | 02/25/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 29.17 | 06/30/2011 | <u>J⁽³⁾⁽⁸⁾</u> | 16,300 | 02/24/2011 ⁽¹¹⁾ | 02/24/2020 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 18.28 | 06/30/2011 | <u>J⁽³⁾⁽⁸⁾</u> | 22,521 | 02/24/2011 ⁽¹²⁾ | 02/24/2020 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 49.18 | 06/30/2011 | <u>J⁽⁸⁾</u> | 13,400 | 02/23/2012 ⁽¹³⁾ | 02/23/2021 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.81 | 06/30/2011 | <u>J⁽⁸⁾</u> | 21,352 | 02/23/2012 ⁽¹⁴⁾ | 02/23/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thill Howard J SR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | | | V.P.-Investor Rel./Public Aff. | |

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Howard J.
Thill

07/05/2011

__Signature of Reporting Person

Date

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).
- (1) In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), MRO restricted stock awards of MRO officers or employees, who continued as officers or employees of MRO immediately after the spin-off, were replaced with adjusted MRO restricted stock awards, each of which will generally preserve the value of the original award determined as of the distribution date.
- (2) Includes dividends of 21.4128 shares previously not reported pursuant to Rule 16a-11.
- (3) In connection with the spin-off of Marathon Petroleum Corporation ("MPC") on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that are vested, whether held by a current or former officer or employee of MRO or MPC were adjusted, so that the holders hold stock options to purchase both MRO common stock and MPC common stock. The MRO and MPC stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
- (4) Vested in cumulative installments on June 10, 2006, 2007 and 2008, respectively.
- (5) Vested in cumulative installments on June 1, 2007, 2008 and 2009, respectively.
- (6) Vested in cumulative installments on May 30, 2008, 2009 and 2010, respectively.
- (7) Vested in cumulative installments on February 27, 2009, 2010 and 2011, respectively.
- (8) In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), outstanding MRO stock options that are not vested and are held by MRO officers or employees, who continued as officers or employees of MRO immediately after the spin-off, were replaced with adjusted MRO stock options to purchase MRO common stock, which will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of MRO common stock on the distribution date.
- (9) Vests in cumulative annual installments of 10,200 and 5,100 shares on February 25, 2011 and 2012, respectively.
- (10) Vests in cumulative annual installments of 9,709 and 8,138 shares on February 25, 2011 and 2012, respectively.
- (11) Vests in three cumulative annual installments of 5,433, 5,433 and 5,434 on February 24, 2011, 2012, and 2013, respectively.
- (12) Vests in three cumulative annual installments of 5,173, 8,673 and 8,675 on February 24, 2011, 2012, and 2013, respectively.
- (13) Vests in three cumulative annual installments of 4,466, 4,467 and 4,467 on February 23, 2012, 2013, and 2014, respectively.
- (14) Vests in three cumulative annual installments of 7,116, 7,118 and 7,118 on February 23, 2012, 2013, and 2014, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.