MARATHON OIL CORP
Form 10-Q/A
October 18, 2011

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

FORM 10-Q/A

Amendent No. 1

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended June 30, 2011

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-5153

Marathon Oil Corporation
(Exact name of registrant as specified in its charter)

Delaware	25-0996816
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5555 San Felipe Road, Houston, TX 77056-2723
(Address of principal executive offices)

(713) 629-6600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of

Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

There were 714,008,956 shares of Marathon Oil Corporation common stock outstanding as of July 31, 2011.

EXPLANATORY NOTE

Marathon Oil Corporation (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (this "Amendment No. 1") to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011 (the "Quarterly Report"), as originally filed with the Securities and Exchange Commission (the "Commission") on August 8, 2011 (the "Original Filing Date"). This Amendment No. 1 is being filed in response to communications with the Commission in connection with a request for confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to Exhibit 2.2 (the "Exhibit") originally filed with the Quarterly Report. The sole purpose of this Amendment No. 1 is to file a revised redacted version of the Exhibit, which supersedes in its entirety the Exhibit as originally filed with the Quarterly Report. Certain portions of the information that were omitted from the Exhibit as filed with the Quarterly Report have now been included as part of the revised Exhibit.

Except for the revised Exhibit, this Amendment No. 1 does not amend any other information set forth in the Quarterly Report. This Amendment No. 1 speaks as of the Original Filing Date, does not reflect any events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way any disclosures made in the Quarterly Report. Additionally, in connection with the filing of this Amendment No. 1 and pursuant to Rule 12b-15 of the Exchange Act, new certifications of the Company's principal executive officer and principal financial officer are also attached as exhibits hereto.

The following exhibits are filed as a part of this report:

		Incorporated by Reference					
Exhibit Number	Exhibit Description	Form	Exhibit	Filing Date	SEC File No.	Filed Herewith	Furnished Herewith
2.1	Separation and Distribution Agreement dated as of May 25, 2011 among Marathon Oil Corporation, Marathon Oil Company and Marathon Petroleum Corporation.	8-K	2.1	5/26/11			
2.2++	Purchase and Sale Agreement between Hilcorp Resources Holding, LP and Marathon Oil Company dated May 31, 2011					X	
3.1	Amended and Restated By-Laws of Marathon Oil Corporation effective April 27, 2011.	8-K	3.1	4/29/11			
10.1	Tax Sharing Agreement dated as of May 25, 2011 among Marathon Oil Corporation, Marathon Petroleum Corporation and MPC Investment LLC.	8-K	10.1	5/26/11			
10.2	Employee Matters Agreement dated as of May 25, 2011 among Marathon Oil Corporation and Marathon	8-K	10.2	5/26/11			

	Petroleum Corporation.					
10.3	Amendment to Employee Matters Agreement dated as of June 30, 2011 among Marathon Oil Corporation and Marathon Petroleum Corporation	10-Q	10.3	8/8/11		
10.4	Transition Services Agreement dated as of May 25, 2011 between Marathon Oil Corporation and Marathon Petroleum Corporation.	8-K	10.3	5/26/11		
12.1	Computation of Ratio of Earnings to Fixed Charges.	10-Q	12.1	8/8/11		
31.1	Certification of President and Chief Executive Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934.					X
31.2	Certification of Executive Vice President and Chief Financial Officer pursuant to Rule 13(a)-14 and 15(d)-14 under the Securities Exchange Act of 1934.					X
32.1	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350.	10-Q	32.1	8/8/11		
32.2	Certification of Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.	10-Q	32.2	8/8/11		
101.INS	XBRL Instance Document	10-Q	101.INS	8/8/11		
101.SCH	XBRL Taxonomy Extension Schema	10-Q	101.SCH	8/8/11		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	10-Q	101.CAL	8/8/11		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	10-Q	101.PRE	8/8/11		
101.LAB	XBRL Taxonomy Extension Label Linkbase	10-Q	101.LAB	8/8/11		
101.DEF	XBRL Taxonomy Extension Definitions Linkbase	10-Q	101.DEF	8/8/11		

++Pursuant to a request for confidential treatment under Rule 24b-2 of the Securities Exchange Act of 1934, as amended, portions of this exhibit have been omitted from the publicly filed document and have been separately filed with the Securities and Exchange Commission.

1

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 thereunto duly authorized.

October 18, 2011

MARATHON OIL CORPORATION

By: /s/ Michael K. Stewart
Michael K. Stewart
Vice President, Accounting and Controller