

MARATHON OIL CORP  
Form 8-K  
April 26, 2012

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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):

April 25, 2012

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 Street, 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

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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))

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders was held on April 25, 2012. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in Marathon Oil's 2012 Proxy Statement.

1. Each of our directors was elected for a term expiring in 2013. Votes regarding the persons elected to serve as directors were as follows:

| NOMINEE                  | VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|--------------------------|-------------|---------------|-----------------|------------------|
| Gregory H. Boyce         | 486,092,951 | 31,647,875    | 716,737         | 73,256,919       |
| Pierre Brondeau          | 486,917,480 | 31,012,942    | 527,141         | 73,256,919       |
| Clarence P. Cazalot, Jr. | 493,433,650 | 24,426,288    | 597,625         | 73,256,919       |
| Linda Z. Cook            | 498,146,242 | 19,803,810    | 507,511         | 73,256,919       |
| Shirley Ann Jackson      | 429,467,735 | 88,490,633    | 499,195         | 73,256,919       |
| Philip Lader             | 493,110,598 | 24,808,473    | 538,492         | 73,256,919       |
| Michael E. J. Phelps     | 502,449,685 | 15,276,345    | 731,533         | 73,256,919       |
| Dennis H. Reilley        | 493,386,128 | 24,554,438    | 516,997         | 73,256,919       |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2012. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED |
|-------------|---------------|-----------------|
| 584,204,167 | 6,858,469     | 651,846         |

3. The Board proposal seeking a non-binding advisory vote to approve the compensation of our named executive officers was approved. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 469,876,347 | 44,888,404    | 3,692,812       | 73,256,919       |

4. The Board proposal seeking stockholder approval of the 2012 Incentive Compensation Plan was approved. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 474,076,687 | 42,744,450    | 1,636,426       | 73,256,919       |



SIGNATURE

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.

Date: April 26, 2012

MARATHON OIL CORPORATION

By: Michael K. Stewart  
Michael K. Stewart  
Vice President, Finance and Accounting, Controller and  
Treasurer

