

CLARK JANET F  
Form 4  
March 02, 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)  
02/28/2011

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)  
Executive V.P. and CFO

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)
			Code	V	Amount or Price		
Marathon Oil Corporation Common Stock	02/28/2011		F		2,698	D	\$ 49.45 208,609
Marathon Oil Corporation Common Stock	02/28/2011		M		150,800	A	\$ 16.805 359,409
	02/28/2011		D		50,786	D	\$ 49.9 308,623

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Marathon  
Oil  
Corporation  
Common  
Stock

Marathon  
Oil

Corporation	02/28/2011	F	34,541	D	\$ 49.9	274,082	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	300	D	\$ 49.45	273,782	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	18,525	D	\$ 49.46	255,257	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	18,010	D	\$ 49.47	237,247	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	6,158	D	\$ 49.48	231,089	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	4,300	D	\$ 49.49	226,789	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	12,600	D	\$ 49.5	214,189	D
Common Stock							

Marathon  
Oil

Corporation	02/28/2011	S	4,680	D	\$ 49.51	209,509	D
Common Stock							

	02/28/2011	S	900	D		208,609	D
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