

USHER THOMAS J  
Form 4  
May 11, 2005

**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 \*  
USHER THOMAS J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/10/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOUSTON, TX 77056

(City) (State) (Zip)

**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	(A) or (D)	Price
COMMON STOCK	05/10/2005		M		175,500	A	\$ 34
COMMON STOCK	05/10/2005		S		175,500	D	\$ 49.1 (1)
COMMON STOCK	05/10/2005		M		325,000	A	\$ 32.52
COMMON STOCK	05/10/2005		S		325,000	D	\$ 49.1 (1)
COMMON STOCK					11,009	I	Revocable Trust (2)

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

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SEC 1474  
(9-02)

**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)	\$ 34	05/10/2005		M <sup>(3)</sup>	175,500	05/26/1999	05/26/2008	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 34	05/10/2005		M <sup>(3)</sup>	175,500	05/26/1999	05/26/2008	COMMON STOCK
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 32.52	05/10/2005		M <sup>(3)</sup>	325,000	05/29/2002	05/29/2011	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 32.52	05/10/2005		M <sup>(3)</sup>	325,000	05/29/2002	05/29/2011	COMMON STOCK

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

USHER THOMAS J  
C/O MARATHON OIL CORPORATION  
5555 SAN FELIPE ROAD  
HOUSTON, TX 77056

X

## Signatures

By: R. J. Kolencik, Attorney-in-Fact for Thomas J. Usher

05/11/2005

\*\*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).

- Under the terms of the Stock Appreciation Right, the Stock Appreciation Right price is the highest fair market value of Marathon Oil Corporation Common Stock during the ten day trading period commencing May 3, 2005. If the highest fair market value at the end of the ten day trading period exceeds \$49.10, the highest fair market value as of the date the reporting person exercised, an amended Form 4 will be filed to reflect the highest fair market value.
- (1)
  - (2) Revocable Trust Account governed by the Revocable Trust Agreement, dated July 3, 2001, pursuant to which the reporting person is the settlor, co-trustee with his spouse and beneficial owner of the shares held in said account.
  - (3) Exercise of tandem SAR and cancellation of underlying stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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