

MARATHON OIL CORP
Form 4
August 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
Heminger Gary R

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SANFELIPE 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)
08/16/2006

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 Vice President

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 Ownership Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | Code | V | Amount | | | | |
| COMMON STOCK | 08/16/2006 | | M | | 7,000 | A | \$ 29.375 | 67,054.695 | D |
| COMMON STOCK | 08/16/2006 | | M | | 20,000 | A | \$ 25.5 | 87,054.695 | D |
| COMMON STOCK | 08/16/2006 | | M | | 16,000 | A | \$ 28.12 | 103,054.695 | D |
| COMMON STOCK | 08/16/2006 | | S | | 43,000 | D | \$ 90 | 60,054.695 | D |

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

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(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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION (Right to Buy) | \$ 29.375 | 08/16/2006 | | M | 7,000 | 05/25/2000 05/25/2009 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (Right to Buy) | \$ 25.5 | 08/16/2006 | | M | 20,000 | 05/30/2001 05/30/2010 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (Right to Buy) | \$ 28.12 | 08/16/2006 | | M | 16,000 | 05/28/2003 05/28/2012 | COMMON STOCK |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heminger Gary R
C/O MARATHON OIL CORPORATION
5555 SANFELIPE ROAD
HOUSTON, TX 77056

Executive Vice President

Signatures

R.J. Kolencik, Attorney-in-Fact for Gary R. Heminger

08/17/2006

__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).

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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