Roberts David E Jr Form 4 February 26, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Roberts David E Jr

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MARATHON OIL CORP [MRO]

(Check all applicable)

Exec. V.P.-Upstream

(Last)

(City)

COMMON

STOCK

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title

below)

10% Owner Other (specify

C/O MARATHON OIL CORPORATION, 5555 SAN **FELIPE ROAD**

(Street)

(State)

02/25/2009

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

D

Filed(Month/Day/Year)

02/25/2009

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

HOUSTON, TX 77056

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of 6. Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount

 $A^{(1)}$ 24,200

\$0 A 81,475.862

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 on 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 23.82	02/25/2009		A	122,300	02/25/2010(2)	02/25/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roberts David E Jr

C/O MARATHON OIL CORPORATION

5555 SAN FELIPE ROAD Exec. V.P.-Upstream

HOUSTON, TX 77056

Signatures

By: R. J. Kolencik, Attorney-in-Fact for David E. Roberts, J 02/26/2009

**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).
- (1) Restricted Stock granted under Marathon Oil Corporation 2007 Incentive Compensation Plan, which vests on 02/25/2012.
- (2) Vests in three cumulative annual installments of 40,766, 40,767, and 40,767 shares on February 25, 2010, 2011, and 2012, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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