SNOW JOHN W Form 4 January 05, 2010

## FORM 4

#### OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Shington, D.C. 20549

Number:

S233-0267

January 31,

Estimated average burden hours per response... 0.5

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

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

1(b).

Stock

(Print or Type Responses)

1. Name and Ad SNOW JOH	Symbol	2. Issuer Name and Ticker or Trading Symbol MARATHON OIL CORP [MRO]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	ddle) 3. Date of l	3. Date of Earliest Transaction				(Check all applicable)				
C/O MARA		(Month/Da 01/04/20	ay/Year)				_ Director _ Officer (give title	10% Owner Other (specify		
	TION, 5555 SAN	01704720	10			belov	v)	below)		
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON,	TX 77056					Perso	Form filed by More on	than One Repo	orting	
(City)	(State) (Z	Cip) Table	I - Non-De	erivative Secu	rities A	Acquired	, Disposed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securities Appropriate Amount	of (D)	ed (A)	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)	
Marathon Oil Corporation Common	01/04/2010		A <u>(1)</u>	4,671.442	A	\$ 32.11	19,260.515 (2)	D		

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

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SEC 1474

(9-02)

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title Nu			
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

SNOW JOHN W

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



## **Signatures**

R. J. Kolencik, Attorney-in-Fact for John W. 01/05/2010 Snow

> \*\*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).
- Annual Non-Retainer Common Stock Award granted under Marathon Oil Corporation 2007 Incentive Compensation Plan. The annual (1) non-retainer stock-based compensation represented by these common stock units are credited to an unfunded account and are payable in shares of common stock upon reporting person's retirement from the Board of Directors.
- (2) Includes dividends of 343.10 shares previously not reported pursuant to Rule 16a-11.

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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