

CAMPBELL EILEEN M  
Form 4  
May 19, 2011

**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 \*  
CAMPBELL EILEEN M

(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)  
05/18/2011

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)  
Vice President, Public Policy

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 (D) Price		
Marathon Oil Corporation Common Stock	05/18/2011		S		603 \$ 51.21	D	110,427.777
Marathon Oil Corporation Common Stock	05/18/2011		S		2,100 \$ 51.215	D	108,327.777
	05/18/2011		S		1,897 \$ 51.22	D	106,430.777

Edgar Filing: CAMPBELL EILEEN M - Form 4

Marathon  
Oil  
Corporation  
Common  
Stock

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 13,200 D \$ 51.225 93,230.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 2,200 D \$ 51.23 91,030.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 1,500 D \$ 51.235 89,530.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 1,002 D \$ 51.24 88,528.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 500 D \$ 51.245 88,028.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 300 D \$ 51.25 87,728.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 2,400 D \$ 51.265 85,328.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

05/18/2011 S 900 D \$ 51.27 84,428.777 D

05/18/2011 S 500 D 83,928.777 D

Marathon  
Oil  
Corporation  
Common  
Stock

\$  
51.271

Marathon  
Oil  
Corporation 05/18/2011  
Common  
Stock

S 200 D \$ 51.272 83,728.777 D

Marathon  
Oil  
Corporation 05/18/2011  
Common  
Stock

S 100 D \$ 51.28 83,628.777 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL EILEEN M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Vice President, Public Policy	

## Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M.  
Campbell

05/19/2011

\_\_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.

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.