REILLEY DENNIS H

Form 4 July 05, 2011

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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Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

FELIPE ROAD

1. Name and Address of Reporting Person * REILLEY DENNIS H

(First)

2. Issuer Name and Ticker or Trading Symbol

MARATHON OIL CORP [MRO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Check all applicable)

CORPORATION. 5555 SAN

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2011

_X__ Director 10% Owner Officer (give title _ Other (specify

(Street) 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 Form filed by More than One Reporting

HOUSTON, TX 77056

C/O MARATHON OIL

(City)	(State) (Z	Table	I - Non-De	erivative Secur	ities A	cquire	d, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A coror Disposed of (Instr. 3, 4 an	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 Stock	06/30/2011		J <u>(1)</u>	24,088.48	A	\$0	68,610	D	

Marathon

Oil Corporation 07/01/2011

69,748.088 $A^{(2)}$ 1,138.088 A

D

Common Stock

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)]
	Derivative			Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
					Date	Expiration	Title	or Number			
						Exercisable	e Date		of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Dennis H. Reilley

07/05/2011

**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).
- In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), MRO director restricted common stock unit awards of nonemployee directors, who continued to serve as directors of MRO immediately after the spin-off, were replaced with adjusted MRO director restricted common stock unit awards, each of which generally preserve the value of the original awards.
- Non-Retainer Quarterly Director Stock Unit Award granted under Marathon Oil Corporation 2007 Incentive Compensation Plan. The quarterly 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 the reporting person's departure from the Board of Directors.

Reporting Owners 2

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(3) Includes dividends of 199.612 shares previously not reported pursuant to Rule 16a-11.

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