

MARATHON OIL CORP
Form 4
December 17, 2013

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 *
Thill Howard J SR

(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)
12/13/2013

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 (See Remarks)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Marathon Oil Corporation Common Stock	12/13/2013		M		2,031	A	\$ 16.19 26,444.8525
Marathon Oil Corporation Common Stock	12/13/2013		S		2,031	D	\$ 35.96 24,413.8525
	12/13/2013		M		4,062	A	\$ 23.69 28,475.8525

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Marathon
Oil
Corporation
Common
Stock

Marathon Oil Corporation Common Stock	12/13/2013	S	4,062	D	\$ 35.967 <u>(1)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	6,944	A	\$ 34.06	31,357.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	6,944	D	\$ 35.956 <u>(2)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	17,846	A	\$ 14.92	42,259.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	17,846	D	\$ 35.943 <u>(3)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	22,521	A	\$ 18.28	46,934.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	S	22,521	D	\$ 35.907 <u>(4)</u>	24,413.8525	D
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Marathon Oil Corporation Common Stock	12/13/2013	M	14,234	A	\$ 30.81	38,647.8525	D
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	12/13/2013	S	14,234	D		24,413.8525	D
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Marathon
Oil
Corporation
Common
Stock

\$
35.995
(5)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.19	12/13/2013		M	2,031	06/10/2008 06/10/2015	Common Stock	2,031	
Employee Stock Option (Right to Buy)	\$ 23.69	12/13/2013		M	4,062	06/01/2009 06/01/2016	Common Stock	4,062	
Employee Stock Option (Right to Buy)	\$ 34.06	12/13/2013		M	6,944	02/27/2011 02/27/2018	Common Stock	6,944	
Employee Stock Option (Right to Buy)	\$ 14.92	12/13/2013		M	17,846	02/25/2012 02/25/2019	Common Stock	17,846	
Employee Stock	\$ 18.28	12/13/2013		M	22,521	02/24/2013 02/24/2020	Common Stock	22,521	

Option
(Right to
Buy)

Employee
Stock

Option	\$ 30.81	12/13/2013	M	14,234	02/23/2012 ⁽⁶⁾	02/23/2021	Common Stock	14,2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thill Howard J SR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Vice President (See Remarks)	

Signatures

Richard J. Kolencik, Attorney-in-Fact for Howard J. Thill, Sr.	12/17/2013
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__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.96 to \$35.97, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.95 to \$35.96, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.93 to \$35.95, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.80 to \$36.04, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.98 to \$36.01, inclusive.
- (6) Vests in cumulative annual installments of 7,116, 7,118 and 7,118 shares on February 23, 2012, 2013 and 2014, respectively.

Remarks:

Vice President - Corporate, Government and Investor Relations

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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