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MARATHON OIL CORP
Form 15-12B
January 31, 2003

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

FORM 15

Certification and Notice of Termination of Registration under Section 12(g)
of the Securities Exchange Act of 1934 or Suspension of Duty to File
Reports Under Sections 13 and 15(d) of the Securities Exchange Act of
1934.

Commission File Number: 1-5153

MARATHON OIL CORPORATION
(Exact name of registrant as specified in its charter)

5555 SAN FELIPE ROAD
HOUSTON, TEXAS 77056-2723
(713) 629-6600
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

PREFERRED STOCK PURCHASE RIGHTS*
(REGISTERED PURSUANT TO FORM 8-A OF USX CORPORATION
FILED SEPTEMBER 28, 1999)
(Title of each class of securities covered by this Form)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date:
NONE

Pursuant to the requirements of the Securities Exchange Act of 1934,
Marathon Oil Corporation has caused this certification/notice to be signed on
its behalf by the undersigned duly authorized person.

Date: January 31, 2003

By: /s/ A.G. ADKINS

A. G. Adkins
Vice President--Accounting and
Controller

* The Preferred Stock Purchase Rights expired on January 31, 2003, pursuant
to the terms of the Rights Agreement, as amended through January 29, 2003,
between Marathon Oil Corporation and National City Bank, as rights agent.

