

MARATHON OIL CORP

Form 4

March 10, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bay Annell R

(Last) (First) (Middle)

C/O MARATHON OIL  
CORPORATION, 5555 SAN  
FELIPE STREET

(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)  
03/07/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP-Global Exploration

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)  (A) or (D)	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	03/07/2014		M	74,717 A	\$ 18.28 135,371	D	
Marathon Oil Corporation Common Stock	03/07/2014		S	69,200 D	\$ 34.1 66,171	D	
	03/07/2014		S	4,617 D	61,554	D	

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Marathon Oil Corporation Common Stock					\$ 34.105		
Marathon Oil Corporation Common Stock	03/07/2014	S	800	D	\$ 34.13	60,754	D
Marathon Oil Corporation Common Stock	03/07/2014	S	100	D	\$ 34.132	60,654	D
Marathon Oil Corporation Common Stock	03/07/2014	M	28,525	A	\$ 30.81	89,179	D
Marathon Oil Corporation Common Stock	03/07/2014	S	28,525	D	\$ 34.1	60,654	D
Marathon Oil Corporation Common Stock	03/07/2014	M	9,000	A	\$ 32.86	69,654	D
Marathon Oil Corporation Common Stock	03/07/2014	S	5,209	D	\$ 34.11	64,445	D
Marathon Oil Corporation Common Stock	03/07/2014	S	700	D	\$ 34.12	63,745	D
Marathon Oil Corporation Common Stock	03/07/2014	S	3,091	D	\$ 34.14	60,654	D

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

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(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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.28	03/07/2014		M	74,717	02/24/2013	02/24/2020	Common Stock	74,717
Employee Stock Option (Right to Buy)	\$ 30.81	03/07/2014		M	28,525	02/23/2014	02/23/2021	Common Stock	28,525
Employee Stock Option (Right to Buy)	\$ 32.86	03/07/2014		M	9,000	02/26/2014 <sup>(1)</sup>	02/26/2023	Common Stock	9,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bay Annell R C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056	VP-Global Exploration

## Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Annell  
R. Bay

03/10/2014

\_\_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) Vests in cumulative annual installments of 9,000 shares on February 26, 2014, 2015 and 2016, respectively.

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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