MARATHON OIL CORP Form 3 January 03, 2008 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB

INITIAL STATEMENT OF 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

3235-0104 Number: January 31, Expires: 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and A Person <u>*</u> Thill How		porting	Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol MARATHON OIL CORP [MRO]				
(Last)	(First)	(Middle)	01/01/2008	4. Relationsh Person(s) to l	ip of Reporting Issuer	ţ	5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE RD. (Street) HOUSTON, TX 77056				(Check all applicable) Director 10% Owner Officer Other (give title below) (specify below) V.PInvestor Rel./Public Aff.		Owner r ow)		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	tive Securiti	ies Be	eneficially Owned	
1.Title of Secu (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)	f Securities	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na	ture of Indirect Beneficial ership	
COMMON	STOCK		3,462.592		D	Â		
Reminder: Rep owned directly			ach class of securities benefic	ially S	SEC 1473 (7-02	2)		
	Perse infor requi	ons who res mation cont red to respo	pond to the collection of ained in this form are not ond unless the form displ MB control number.	t				

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

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	05/30/2008(1)	05/30/2017	COMMON STOCK	9,000	\$ 61.05	D	Â
Employee Stock Option (Right to Buy)	06/01/2007 <u>(2)</u>	06/01/2016	COMMON STOCK	4,268	\$ 37.8175	D	Â
Employee Stock Option (Right to Buy)	06/10/2008	06/10/2015	COMMON STOCK	2,134	\$ 25.835	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Thill Howard J SR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056	Â	Â	V.PInvestor Rel./Public Aff.	Â		
Signatures						
W. F. Schwind, Jr., Attorney-in-Fact for Howard Thill, Sr			01/03/2008			
**Signature of Reporting Person			Date			
Evalenation of Decremence:						

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 three cumulative, equal annual installments on May 30, 2008, 2009, and 2010.

(2) Vests in three cumulative annual installments of 2,133, 2,133, and 2,134 shares on June 1, 2007, 2008, and 2009, respectively.

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.