

Bay Annell R
Form 3
February 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Bay Annell R

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/25/2013

3. Issuer Name **and** Ticker or Trading Symbol
MARATHON OIL CORP [MRO]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (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

C/O MARATHON OIL
CORPORATION,Â 5555 SAN
FELIPE STREET

(Street)

HOUSTON,Â TXÂ 77056

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Marathon Oil Corporation Common Stock

58,056

D

Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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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)	02/25/2011	02/25/2019	Common Stock	38,773	\$ 14.92	D	Â
Employee Stock Option (Right to Buy)	02/25/2012	02/25/2019	Common Stock	32,500	\$ 14.92	D	Â
Employee Stock Option (Right to Buy)	02/24/2012 ⁽¹⁾	02/24/2020	Common Stock	74,717	\$ 18.28	D	Â
Employee Stock Option (Right to Buy)	02/23/2012 ⁽²⁾	02/23/2021	Common Stock	28,525	\$ 30.81	D	Â
Employee Stock Option (Right to Buy)	02/28/2013 ⁽³⁾	02/28/2022	Common Stock	27,100	\$ 35.06	D	Â

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	Â	Â	Â VP-Global Exploration	Â

Signatures

Richard J. Kolencik, Attorney-in-Fact for Annell R. Bay

02/01/2013

__Signature of Reporting Person

Date

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 cumulative installments of 37,358 and 37,359 shares on February 24, 2012 and 2013, respectively.

(2) Vests in cumulative annual installments of 9,507, 9,509 and 9,509 shares on February 23, 2012, 2013 and 2014, respectively.

(3) Vests in cumulative annual installments of 9,033, 9,033 and 9,034 shares on February 28, 2013, 2014 and 2015, 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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