Edgar Filing: MARATHON OIL CORP - Form 4

MARATHON	OIL CORP										
Form 4	_										
August 19, 201 FORM	Л								OMB AF	PROVAL	
	UNITEI	O STAT	TES SECURIT Washi	TIES AN ngton, D			GE CO	OMMISSION	OMB Number:	3235-0287	
Check this b if no longer									Expires:	January 31, 2005	
subject to Section 16. Form 4 or	STATE	CMENT	S OF CHANG	ERSHIP OF	Estimated average burden hours per response 0						
Form 5 obligations may continu <i>See</i> Instructi 1(b).	Bection 17	7(a) of 1	to Section 16(a the Public Utili 0(h) of the Inve	ty Holdin	ig Compa	any A	ct of	1935 or Section	1		
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> TILLMAN LEE M			Symbol	-				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		MARATHON OIL CORP [MRO]			(Check all applicable)				
(Last) (First) (Middle) C/O MARATHON OIL CORPORATION, 5555 SAN			(Month/Day	3. Date of Earliest Transaction(Month/Day/Year)08/15/2013				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)			
FELIPE ST.	011,0000 01							Presio	dent and CEO		
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, T	X 77056							Form filed by M Person			
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Sec	uritie	s Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any		xecution Date, if	3.4. Securities AcquiredTransactior(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			of	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Marathon Oil Corporation Common Stock	08/15/2013			А	27,518 (1)	A	\$ 0	27,518	D		
Marathon Oil Corporation Common Stock	08/15/2013			А	82,554 (2)	A	\$ 0	110,072	D		

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisat	ole and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying S	Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Yea	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Emplyee Stock								C	
Option (Right to Buy)	\$ 34.65	08/15/2013		А	229,886	08/15/2014 <u>(3)</u>	08/15/2023	Common Stock	229,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TILLMAN LEE M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ST. HOUSTON, TX 77056	Х		President and CEO			
Signatures						
Richard J. Kolencik, Attorney-in-Fact for L Tillman	0	8/19/2013				
**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) Restricted Stock granted under Marathon Oil Corporation's 2012 Incentive Compensation Plan, which vests in cumulative annual installments of 9,172, 9,173 and 9,173 shares on August 15, 2014, 2015 and 2016, respectively.
- (2) Restricted Stock granted under Marathon Oil Corporation's 2012 Incentive Compensation Plan, which vests on August 15, 2016.
- (3) Vests in cumulative annual installments of 76,628, 76,629 and 76,629 shares on August 15, 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. 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.