

MARATHON OIL CORP
Form 4
March 10, 2014

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
VP-Global Exploration

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

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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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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 of Underlying Security (Instr. 3 and 4)	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 ⁽¹⁾ 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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