

MARATHON OIL CORP  
Form 8-K  
May 03, 2010

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 28, 2010

Marathon Oil Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-5153

25-0996816

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

5555 San Felipe Road,  
Houston, Texas

77056

(Address of principal  
executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(713) 629-6600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders was held on April 28, 2010. In connection with the meeting, proxies were solicited pursuant to the Securities Exchange Act of 1934. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in Marathon's 2010 Proxy Statement.

1. Votes regarding the persons elected to serve as directors for a term expiring in 2011 were as follows:

| NOMINEE                  | VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|--------------------------|-------------|---------------|-----------------|------------------|
| Gregory H. Boyce         | 472,051,513 | 32,617,054    | 610,674         | 69,817,302       |
| Clarence P. Cazalot, Jr. | 497,802,286 | 6,874,973     | 601,982         | 69,817,302       |
| David A. Daberko         | 462,854,666 | 40,879,106    | 1,545,469       | 69,817,302       |
| William L. Davis         | 464,835,519 | 39,677,846    | 765,876         | 69,817,302       |
| Shirley Ann Jackson      | 437,174,837 | 67,493,330    | 611,074         | 69,817,302       |
| Philip Lader             | 462,263,019 | 41,441,362    | 1,574,860       | 69,817,302       |
| Charles R. Lee           | 463,500,350 | 41,143,702    | 635,189         | 69,817,302       |
| Michael E. J. Phelps     | 460,370,958 | 43,355,066    | 1,553,217       | 69,817,302       |
| Dennis H. Reilley        | 462,519,898 | 41,219,029    | 1,540,314       | 69,817,302       |
| Seth E. Schofield        | 458,893,864 | 45,614,023    | 771,354         | 69,817,302       |
| John W. Snow             | 463,556,350 | 40,165,591    | 1,557,300       | 69,817,302       |
| Thomas J. Usher          | 462,036,084 | 12,626,230    | 616,927         | 69,817,302       |

2. PricewaterhouseCoopers LLP was ratified as our independent registered public accounting firm for 2010. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED |
|-------------|---------------|-----------------|
| 563,589,111 | 10,885,515    | 621,916         |

3. The stockholder proposal requesting that the Board of Directors amend our By-laws and any other appropriate governing documents to give holders of 10% of Marathon's outstanding common stock the power to call special stockholder meetings, including a large number of small stockholders that combine their holdings to equal the 10% of stockholders was approved. The voting results were as follows:

| VOTES FOR   | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 253,988,653 | 250,264,411   | 1,026,177       | 69,817,302       |

4. The stockholder proposal requesting that the Board of Directors adopt a policy for a proposal at each annual meeting of stockholders seeking an advisory vote for the ratification and approval of the Board of Director's Compensation Committee Report and the executive compensation policies and practices set forth in the

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Compensation and Discussion Analysis was defeated. Abstentions are counted as votes present and entitled to vote and have the same effect as votes against this proposal. The voting results were as follows:

| VOTES FOR   | VOTES<br>AGAINST | VOTES<br>ABSTAINED | BROKER<br>NON-VOTES |
|-------------|------------------|--------------------|---------------------|
| 240,574,042 | 227,055,589      | 37,649,610         | 69,817,302          |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marathon Oil Corporation

May 3, 2010

By:

/s/ Michael K. Stewart

Name: Michael K. Stewart  
Title: Vice President, Accounting and  
Controller

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