

Kerrigan Sylvia J
Form 3
November 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kerrigan Sylvia J</p> <p>(Last) (First) (Middle)</p> <p>C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE RD.</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77056</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARATHON OIL CORP [MRO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P., Gen. Counsel & Secretary</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

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 | 14,168.918 ⁽¹⁾ | 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) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Kerrigan Sylvia J - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Stock Appreciation Right | 05/26/2007 | 05/26/2014 | Common Stock | 3,734 | \$ 16.805 | D | Â |
| Employee Stock Option (Right to Buy) | 06/10/2008 | 06/10/2015 | Common Stock | 11,400 | \$ 25.835 | D | Â |
| Employee Stock Option (Right to Buy) | 06/01/2009 | 06/01/2016 | Common Stock | 9,600 | \$ 37.8175 | D | Â |
| Employee Stock Option (Right to Buy) | 05/30/2008 ⁽²⁾ | 05/30/2017 | Common Stock | 9,000 | \$ 61.05 | D | Â |
| Employee Stock Option (Right to Buy) | 05/28/2009 ⁽³⁾ | 05/28/2018 | Common Stock | 7,000 | \$ 51.17 | D | Â |
| Employee Stock Option (Right to Buy) | 05/27/2010 ⁽⁴⁾ | 05/27/2019 | Common Stock | 12,850 | \$ 29.24 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kerrigan Sylvia J C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056 | Â | Â | Â V.P., Gen. Counsel & Secretary | Â |

Signatures

R. J. Kolencik, Attorney-in-Fact for Sylvia J. Kerrigan 11/10/2009

__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) Includes 14,145 shares of restricted stock granted under Marathon Oil Corporation's 2007 Incentive Compensation Plan.
- (2) Vests in cumulative, equal annual installments of 3,000 shares each on May 30, 2008, 2009 and 2010.
- (3) Vests in three cumulative annual installments of 2,333, 2,333 and 2,334 shares on May 28, 2009, 2010, and 2011, respectively.
- (4) Vests in three cumulative annual installments of 4,283, 4,283 and 4,284 shares on May 27, 2010, 2011, and 2012, 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.