

MARATHON OIL CORP
Form 8-K
February 01, 2006

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):

January 30, 2006

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 8.01 Other Events.

On January 30, 2006, Marathon Oil Corporation issued a press release entitled "Marathon Announces \$2 Billion Stock Repurchase Program and Fourth Quarter 2005 Dividend." Attached is a copy of the press release in substantially the form released.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 - Marathon Oil Corporation press release dated January 30, 2006, announcing \$2 billion stock repurchase program and fourth quarter 2005 dividend

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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

February 1, 2006

By: *A. G. Adkins*

Name: A. G. Adkins

Title: Vice President - Accounting

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Exhibit Index

Exhibit No.	Description
99.1	Marathon Oil Corporation press release dated January 30, 2006, announcing \$2 billion stock repurchase program and fourth quarter 2005 dividend