

MARATHON OIL CORP  
Form 8-K  
November 05, 2012

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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): October 31, 2012

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 Street, 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))



Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 31, 2012, the Board of Directors of Marathon Oil Corporation (the “Company”), acting upon the recommendation of its Corporate Governance and Nominating Committee, amended the Company's By-laws (“By-Laws”). The amendments will be effective January 1, 2013. Article I, Section 1.6, Article II, Sections 2.7 and 2.10, and Article VI, Section 6.10 of the By-laws were amended to incorporate the role of the Lead Director. Article I, Section 1.7 of the By-laws was amended to provide for the ratification of the appointment of the independent public accountants by a vote of the stockholders, if submitted for a vote of stockholders. Article II, Section 2.11 of the By-laws was amended to describe the compensation of Directors, which includes an annual cash retainer and an annual common stock unit award. The amendments also provide that the Lead Director and Board Committee chairs also receive retainers. The foregoing is merely a summary of the amendments to the By-laws and is qualified in its entirety by reference to the complete amendments to Sections 1.6, 1.7, 2.7, 2.10, 2.11 and 6.10 of the By-laws, which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

9.01. Financial Statements and Exhibits

3.1 Amendments to By-laws of Marathon Oil Corporation.

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SIGNATURE

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.

Date: November 5, 2012

MARATHON OIL CORPORATION

By: /s/ Michael K. Stewart  
Michael K. Stewart  
Vice President, Finance and Accounting, Controller and  
Treasurer

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Exhibit Index

3.1 Amendments to By-laws of Marathon Oil Corporation.