

MARATHON OIL CORP  
Form 8-K  
March 17, 2008

**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): March 17, 2008

**MARATHON OIL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-5153**  
(Commission File Number)

**25-0996816**  
(IRS Employer  
Identification No.)

**5555 San Felipe Road, Houston, Texas**  
(Address of principal executive offices)

**77056-2723**  
(Zip Code)

Registrant's telephone number, including area code: (713) 629-6600

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)

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- “ 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On March 17, 2008, Marathon Oil Corporation ( Marathon ) completed the sale of \$1,000,000,000 aggregate principal amount of its 5.900% Senior Notes due 2018 (the Notes ), which were sold pursuant to an underwriting agreement (the Underwriting Agreement ). The Notes were issued under an Indenture dated February 26, 2002 between the Company and The Bank of New York Trust Company, N.A., successor in interest to JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (the Senior Indenture ). The Underwriting Agreement, the Senior Indenture and the form of the Notes are included as exhibits to this current report and are incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement dated March 12, 2008 among Marathon and Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several Underwriters named therein.
- 4.1 Indenture dated February 26, 2002 between Marathon and The Bank of New York Trust Company, N.A., successor in interest to JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (incorporated by reference to Exhibit 4.4 to Marathon s Registration Statement on Form S-3 filed with the SEC on July 26, 2007 (Reg. No. 333-144874)).
- 4.2 Officers Certificate delivered pursuant to Sections 1.02, 2.01, 3.01 and 3.03 of the Senior Indenture, dated as of March 17, 2008, providing for the issuance of Marathon s 5.900% Senior Notes due 2018.
- 4.3 Form of Notes (included in Exhibit 4.2 above).
- 5.1 Opinion of Baker Botts L.L.P.

**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.

MARATHON OIL CORPORATION

Date: March 17, 2008

By: /s/ Janet F. Clark  
Name: Janet F. Clark  
Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Number</b>	<b>Exhibit</b>
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4.2	Officers' Certificate delivered pursuant to Sections 1.02, 2.01, 3.01 and 3.03 of the Senior Indenture, dated as of March 17, 2008, providing for the issuance of Marathon's 5.900% Senior Notes due 2018.
4.3	Form of Notes (included in Exhibit 4.2 above).
5.1	Opinion of Baker Botts L.L.P.