

CAMPBELL EILEEN M
Form 3
June 03, 2010

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Â CAMPBELL EILEEN M
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
06/01/2010

3. Issuer Name and Ticker or Trading Symbol
MARATHON OIL CORP [MRO]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE ROAD
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice President, Public Policy

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON,Â TXÂ 77056
(City) (State) (Zip)

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	81,987.562	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Right	05/26/2005	05/26/2014	Common Stock	64,200	\$ 16.805	D	Â
Employee Stock Option (Right to Buy)	05/25/2006	05/25/2015	Common Stock	34,000	\$ 23.825	D	Â
Employee Stock Option (Right to Buy)	06/01/2007	06/01/2016	Common Stock	15,200	\$ 37.8175	D	Â
Employee Stock Option (Right to Buy)	05/30/2008	05/30/2017	Common Stock	15,600	\$ 61.05	D	Â
Employee Stock Option (Right to Buy)	02/27/2009 ⁽¹⁾	02/27/2018	Common Stock	16,500	\$ 54.36	D	Â
Employee Stock Option (Right to Buy)	02/25/2010 ⁽²⁾	02/25/2019	Common Stock	27,000	\$ 23.82	D	Â
Employee Stock Option (Right to Buy)	02/24/2011 ⁽³⁾	02/24/2020	Common Stock	32,600	\$ 29.17	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
CAMPBELL EILEEN M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056	Â	Â	Â	Vice President, Public Policy	Â

Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M. Campbell

06/03/2010

__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) Vests in three cumulative annual installments of 5,500, 5,500 and 5,500 shares on February 27, 2009, 2010, and 2011, respectively.
- (2) Vests in three cumulative annual installments of 9,000, 9,000 and 9,000 shares on February 25, 2010, 2011, and 2012, respectively.
- (3) Vests in three cumulative annual installments of 10,867, 10,867 and 10,866 shares on February 24, 2011, 2012, and 2013, 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.