

Guidry Steven P
Form 3/A
July 08, 2011

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 Guidry Steven P
(Last) (First) (Middle)

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

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

2. Date of Event Requiring Statement

(Month/Day/Year)
07/01/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
V.P. - Business Development

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

07/06/2011

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

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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	05/25/2012 ⁽¹⁾	05/25/2021	Common Stock	33,867	\$ 33.06	D	Å

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guidry Steven P C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056	Å	Å	Å V.P. - Business Development	Å

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Steven P.
Guidry 07/08/2011

**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 11,289, 11,289 and 11,289 on May 25, 2012, 2013, and 2014, respectively.

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Remarks:

This amended Form 3A is being filed to correct the number of Employee Stock Options that expire

All other shares, Stock Appreciation Rights and Employee Stock Options reported on the original Form

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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