

LADER PHILIP
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
LADER PHILIP

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Marathon Oil Corporation Common Stock	12/11/2012		G ⁽¹⁾	V 2,991 D \$ 0	73,330.9094	D	
Marathon Oil Corporation Common Stock	12/11/2012		G ⁽¹⁾	V 2,991 A \$ 0	2,991	I	By Spouse's Trust
	01/02/2013		A	A \$ 0		D	

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The reporting person transferred 2,991 shares to his spouse as a gift. The reporting person's spouse simultaneously transferred the 2,991 shares to her irrevocable defective grantor trust ("Spouse's Trust") as a gift. The reporting person is the trustee of the Spouse's Trust and the reporting person's spouse is the settlor of the Spouse's Trust. The beneficiaries under the Spouse's Trust are the children of the reporting person and spouse.

- (2) Non-Retainer Annual Director Stock Unit Award granted under Marathon Oil Corporation 2012 Incentive Compensation Plan. The annual non-retainer stock based compensation represented by these common stock units are credited to an unfunded account. These common stock units, along with their accrued dividend equivalent rights, will vest on January 2, 2016 and be payable in shares of common stock.
- (3) Includes dividends of 1,772.9086 shares previously not reported pursuant to Rule 16a-11.

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