

MARATHON OIL CORP
Form DEFA14A
March 11, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-12

MARATHON OIL CORPORATION

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on 4/30/08.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following materials are available for view:

2008 Notice of Annual Meeting of Stockholders and Proxy Statement

2007 Annual Report

To view this material, have the 12-digit Control #(s) available and visit: www.proxyvote.com

If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 4/16/08.

To request material: **Internet:** www.proxyvote.com **Telephone:** 1-800-579-1639 ****Email:** sendmaterial@proxyvote.com

If requesting material by e-mail please send a blank e-mail with the **12-digit Control# (located on the following page) in the subject line.

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

MARATHON OIL CORPORATION

Vote In Person

If you are a holder of record of Marathon common stock, you may vote in person at the meeting. We will give you a ballot when you arrive.

C/O PROXY SERVICES

P.O. BOX 9112

FARMINGDALE, NY 11735

Vote By Internet

To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**. If you are a registered holder use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 P.M. EDT the day before the meeting date. If you hold these shares in Marathon Oil Company Thrift Plan use the Internet to transmit your voting instructions and for electronic delivery of information by 11:59 P.M. EDT on April 27, 2008. Have your notice in hand when you access the website and follow the instructions.

R1MOC1

PAGE A (OF DUPLEX A/B)

Meeting Location

The 2008 Annual Meeting for stockholders of record on 3/3/08 is to be held on 4/30/08 at 10:00 a.m. Central Time at:

Conference Center Auditorium

Marathon Oil Tower

5555 San Felipe Road

Houston, TX 77056

THIS AREA RESERVED FOR LANGUAGE

PERTAINING TO HOUSEHOLDING

IF APPLICABLE.

P99999-010

12

15

OF

R1MOC2

PAGE B (OF DUPLEX A/B)

Voting items

Your Board of Directors recommends you

vote FOR Items 1(a) through 1(i).

1. Election of directors for a one-year term
expiring in 2009

Nominees:

- 1(a). Charles F. Bolden, Jr.
- 1(b). Gregory H. Boyce
- 1(c). Shirley Ann Jackson

Your Board of Directors recommends you vote FOR Item 2

2. Ratification of the appointment of PricewaterhouseCoopers LLP as
our independent auditor for 2008.

Your Board of Directors recommends you vote AGAINST Item 3

3. Stockholder Proposal to amend our By-laws to allow stockholders to
call special meetings.

1(d). Philip Lader

Your Board of Directors recommends you vote AGAINST Item 4

1(e). Charles R. Lee

4. Stockholder Proposal to adopt a policy for ratification of executive
compensation.

- 1(f). Dennis H. Reilley
- 1(g). Seth E. Schofield
- 1(h). John W. Snow
- 1(i). Thomas J. Usher

CONTROL # g 0000 0000 0000

BROADRIDGEXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX-40

FINANCIAL SOLUTIONS

ATTENTION:

TEST PRINT

51 MERCEDES WAY

EDGEWOOD, NY

11717

R1MOC3

020000000000999999999999

NAME

THE COMPANY NAME INC. COMMON	123,456,789,012.12345
THE COMPANY NAME INC. CLASS A	123,456,789,012.12345
THE COMPANY NAME INC. CLASS B	123,456,789,012.12345
THE COMPANY NAME INC. CLASS C	123,456,789,012.12345
THE COMPANY NAME INC. CLASS D	123,456,789,012.12345
THE COMPANY NAME INC. CLASS E	123,456,789,012.12345
THE COMPANY NAME INC. CLASS F	123,456,789,012.12345
THE COMPANY NAME INC. 401 K	123,456,789,012.12345

Acct #XXXXXXXXXXXXXXXX

SHARESXXXXXXXXXXXXXXXX

Cusip

P99999-010

12

15

OF

R1MOC4