

MARATHON OIL CORP
 Form 3
 January 03, 2008

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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Thill Howard J SR</p> <p>(Last) (First) (Middle)</p> <p>C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE RD.</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77056</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARATHON OIL CORP [MRO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>V.P.-Investor Rel./Public Aff.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

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) |
|------------------------------------|--|---|--|
| COMMON STOCK | 3,462.592 | D | Â |

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) | 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) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 05/30/2008 ⁽¹⁾ | 05/30/2017 | COMMON STOCK | 9,000 | \$ 61.05 | D | Â |
| Employee Stock Option (Right to Buy) | 06/01/2007 ⁽²⁾ | 06/01/2016 | COMMON STOCK | 4,268 | \$ 37.8175 | D | Â |
| Employee Stock Option (Right to Buy) | 06/10/2008 | 06/10/2015 | COMMON STOCK | 2,134 | \$ 25.835 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|---------|--------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| Thill Howard J SR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056 | Â | Â | Â | V.P.-Investor Rel./Public Aff. | Â |

Signatures

| | |
|--|------------|
| W. F. Schwind, Jr., Attorney-in-Fact for Howard J. Thill, Sr | 01/03/2008 |
| **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, equal annual installments on May 30, 2008, 2009, and 2010.
- (2) Vests in three cumulative annual installments of 2,133, 2,133, and 2,134 shares on June 1, 2007, 2008, and 2009, 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.