

MARATHON OIL CORP
Form 3
December 08, 2015

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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â KRAJECIK CATHERINE LEE			(Month/Day/Year) 12/01/2015		MARATHON OIL CORP [MRO]	
(Last)	(First)	(Middle)	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 ST			(Check all applicable)			
(Street)			___ Director ___ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)	
HOUSTON,Â TXÂ 77056			_X_ Officer ___ Other (give title below) (specify below)		_X_ Form filed by One Reporting Person	
(City)	(State)	(Zip)	Vice President (See Remarks)		___ 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)
Marathon Oil Corporation Common Stock	23,321	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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	05/28/2011	05/28/2018	Common Stock	3,530	\$ 32.06	D	Â
Employee Stock Option (Right to Buy)	05/27/2012	05/27/2019	Common Stock	4,315	\$ 18.32	D	Â
Employee Stock Option (Right to Buy)	05/26/2013	05/26/2020	Common Stock	6,950	\$ 19.03	D	Â
Employee Stock Option (Right to Buy)	05/26/2013	05/26/2020	Common Stock	2,071	\$ 19.03	D	Â
Employee Stock Option (Right to Buy)	05/25/2014	05/25/2021	Common Stock	10,065	\$ 33.06	D	Â
Employee Stock Option (Right to Buy)	08/31/2014	08/31/2021	Common Stock	7,392	\$ 26.92	D	Â
Employee Stock Option (Right to Buy)	02/28/2015	02/28/2022	Common Stock	5,491	\$ 35.06	D	Â
Employee Stock Option (Right to Buy)	08/31/2015	08/31/2022	Common Stock	7,304	\$ 27.82	D	Â
Employee Stock Option (Right to Buy)	04/08/2014 ⁽¹⁾	04/08/2023	Common Stock	6,467	\$ 32.84	D	Â
Employee Stock Option (Right to Buy)	10/07/2014 ⁽²⁾	10/07/2023	Common Stock	6,633	\$ 34.72	D	Â
Employee Stock Option (Right to Buy)	04/07/2015 ⁽³⁾	04/07/2024	Common Stock	19,544	\$ 34.9	D	Â
Employee Stock Option (Right to Buy)	02/25/2016 ⁽⁴⁾	02/25/2025	Common Stock	17,575	\$ 29.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAJECIK CATHERINE LEE C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ST HOUSTON, TX 77056	Â	Â	Â Vice President (See Remarks)	Â

Signatures

Elisa D. Watts, Attorney-in-Fact for Catherine L. Krajicek
12/08/2015

**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 cumulative annual installments of 2,155, 2,156 and 2,156 shares on April 8, 2014, 2015 and 2016, respectively.
- (2) Vests in cumulative annual installments of 2,211, 2,211 and 2,211 shares on October 7, 2014, 2015 and 2016, respectively.
- (3) Vests in cumulative annual installments of 6,514, 6,515 and 6,515 shares on April 7, 2015, 2016 and 2017, respectively.
- (4) Vests in cumulative annual installments of 5,858, 5,858 and 5,859 shares on February 25, 2016, 2017 and 2018, respectively.

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Remarks:

ViceÂ President-CorporateÂ DevelopmentÂ andÂ Strategy

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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