

CAMPBELL EILEEN M
Form 4
May 19, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CAMPBELL EILEEN M

(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)
05/18/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President, Public Policy

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Marathon Oil Corporation Common Stock | 05/18/2011 | | S | | 603 | D | \$ 51.21 110,427.777 |
| Marathon Oil Corporation Common Stock | 05/18/2011 | | S | | 2,100 | D | \$ 51.215 108,327.777 |
| | 05/18/2011 | | S | | 1,897 | D | \$ 51.22 106,430.777 |

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Marathon
Oil
Corporation
Common
Stock

Marathon

| | | | | | | | |
|---------------------------------------|------------|---|--------|---|--------------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 13,200 | D | \$ 51.225 | 93,230.777 | D |
|---------------------------------------|------------|---|--------|---|--------------|------------|---|

Marathon

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|---------------------------------------|------------|---|-------|---|----------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 2,200 | D | \$ 51.23 | 91,030.777 | D |
|---------------------------------------|------------|---|-------|---|----------|------------|---|

Marathon

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|---------------------------------------|------------|---|-------|---|--------------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 1,500 | D | \$ 51.235 | 89,530.777 | D |
|---------------------------------------|------------|---|-------|---|--------------|------------|---|

Marathon

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|---------------------------------------|------------|---|-------|---|----------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 1,002 | D | \$ 51.24 | 88,528.777 | D |
|---------------------------------------|------------|---|-------|---|----------|------------|---|

Marathon

| | | | | | | | |
|---------------------------------------|------------|---|-----|---|--------------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 500 | D | \$ 51.245 | 88,028.777 | D |
|---------------------------------------|------------|---|-----|---|--------------|------------|---|

Marathon

| | | | | | | | |
|---------------------------------------|------------|---|-----|---|----------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 300 | D | \$ 51.25 | 87,728.777 | D |
|---------------------------------------|------------|---|-----|---|----------|------------|---|

Marathon

| | | | | | | | |
|---------------------------------------|------------|---|-------|---|--------------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 2,400 | D | \$ 51.265 | 85,328.777 | D |
|---------------------------------------|------------|---|-------|---|--------------|------------|---|

Marathon

| | | | | | | | |
|---------------------------------------|------------|---|-----|---|----------|------------|---|
| Oil Corporation Common Stock | 05/18/2011 | S | 900 | D | \$ 51.27 | 84,428.777 | D |
|---------------------------------------|------------|---|-----|---|----------|------------|---|

| | | | | | | | |
|--|------------|---|-----|---|--|------------|---|
| | 05/18/2011 | S | 500 | D | | 83,928.777 | D |
|--|------------|---|-----|---|--|------------|---|

Marathon
Oil
Corporation
Common
Stock

\$
51.271

Marathon
Oil
Corporation 05/18/2011
Common
Stock

S 200 D \$ 51.272 83,728.777 D

Marathon
Oil
Corporation 05/18/2011
Common
Stock

S 100 D \$ 51.28 83,628.777 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL EILEEN M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | | | Vice President, Public Policy | |

Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M.
Campbell

05/19/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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