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MARATHON OIL CORP Form 8-K February 27, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): FEBRUARY 27, 2002

MARATHON OIL CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE 1-5153 25-0996816

(STATE OR OTHER (COMMISSION (IRS EMPLOYER

JURISDICTION OF FILE NUMBER) IDENTIFICATION NO.)

INCORPORATION)

> (713) 629-6600 -----

> (REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Item 5. Other Events

THE AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA FOR MARATHON OIL CORPORATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001, AND THE REPORT OF THE INDEPENDENT ACCOUNTANTS ARE FILED HEREWITH AND ARE HEREBY INCORPORATED INTO THIS ITEM 5. THE COMPUTATIONS OF THE RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS AND THE RATIO OF EARNINGS TO FIXED CHARGES FOR MARATHON OIL CORPORATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001 ARE ALSO FILED HEREWITH AND ARE HEREBY INCORPORATED INTO THIS ITEM 5.

- Item 7. Financial Statements and Exhibits
 - (c) Exhibits
 - 12.1 Computation of Ratio of Earnings to Combined Fixed Charges and

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Preferred Stock Dividends

- 12.2 Computation of Ratio of Earnings to Fixed Charges
- 23. Consent of PricewaterhouseCoopers LLP
- 99.1 Marathon Oil Corporation Financial Statements

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARATHON OIL CORPORATION

By /s/ Albert G. Adkins
-----Albert G. Adkins
Vice President - Accounting and Controller

Dated: February 27, 2002