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MARATHON OIL CORP  
Form 8-K  
May 29, 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): MAY 23, 2002

MARATHON OIL CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-5153  
(Commission File Number)

25-09  
(IRS E  
Identific

5555 SAN FELIPE ROAD, HOUSTON, TEXAS  
(Address of principal executive offices)

77056-2723  
(Zip Code)

Registrant's telephone number, including area code: (713) 629-6600

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ITEM 5. OTHER EVENTS.

On May 23, 2002, Marathon Oil Corporation ("Marathon") entered into an underwriting agreement for the public offering of \$450,000,000 aggregate principal amount of its 5.375% Notes due 2007 (the "Notes"). The Notes are to be issued under an Indenture dated February 26, 2002 between the Company and JPMorgan Chase Bank, as Trustee, relating to senior debt securities of Marathon (the "Senior Indenture"). Closing of the issuance and sale of the Notes is scheduled for May 29, 2002.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

1.1 Underwriting Agreement dated May 23, 2002 among Marathon and J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the several Underwriters.

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- 1.2 Pricing Agreement dated May 23, 2002 among Marathon and J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the several Underwriters.
- 4.1 Officers' Certificate delivered pursuant to Sections 1.02, 2.01, 3.01 and 3.03 of the Senior Indenture dated as of May 29, 2002, providing for the issuance of Marathon's 5.375% Notes due 2007.
- 4.2 Form of Notes (included in Exhibit 4.1 above).
- 5.1 Opinion of Baker Botts L.L.P.

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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

Date: May 29, 2002

By: /s/ PAUL C. REINBOLT

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Name: Paul C. Reinbolt  
Title: Vice President Finance &  
Treasurer

EXHIBIT INDEX

Number	Exhibit
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1.1	Underwriting Agreement dated May 23, 2002 among Marathon and J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the several Underwriters.
1.2	Pricing Agreement dated May 23, 2002 among Marathon and J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the several Underwriters.
4.1	Officers' Certificate delivered pursuant to Sections 1.02,

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2.01, 3.01 and 3.03 of the Senior Indenture dated as of May 29, 2002, providing for the issuance of Marathon's 5.375% Notes due 2007.

- 4.2 Form of Notes (included in Exhibit 4.1 above).
- 5.1 Opinion of Baker Botts L.L.P.