Edgar Filing: REILLEY DENNIS H - Form 4

REILLEY DE	ENNIS H											
Form 4 January 05, 20	010											
									OMB API	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								MISSION	OMB Number:	3235-0287		
Check this				0 /					Expires:	January 31,		
if no longe subject to Section 16 Form 4 or	SIAII	EMENT O	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per response			
obligations may contir	Form 5 biligations may continue. <i>Gee</i> Instruction <i>Filed</i> 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 Re	esponses)											
			2. Issuer Name and Ticker or Trading Symbol MARATHON OIL CORP [MRO]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check	(Check all applicable)			
C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD			(Month/Day/Year) 01/04/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				Appl _X_1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HOUSTON,	TX 77056						Perso		re than One Rep	orting		
(City)	(State)	(Zip)	Table	I - Non-De	erivative Secu	rities 4	Acquired	, Disposed of,	or Beneficially	Owned		
1.Title of Security (Instr. 3)	any		emed 3. 4. Securities A on Date, if Transactionor Disposed of Code (Instr. 3, 4 and /Day/Year) (Instr. 8)			of (D)	(D) Securities		Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Marathon				Code V	Amount	(A) or (D)	Price	Reported Transaction(s (Instr. 3 and 4				
Oil Corporation Common Stock	01/04/2010			A <u>(1)</u>	4,671.442	А	\$ 32.11	41,288.086 (2)	D			

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

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 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
REILLEY DENNIS H C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056	Х					
Signatures						
R. J. Kolencik, Attorney-in-Fact for Dennis Reilley	01/05/2010					
**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).
- Annual Non-Retainer Common Stock Award granted under Marathon Oil Corporation 2007 Incentive Compensation Plan. The annual
 non-retainer stock-based compensation represented by these common stock units are credited to an unfunded account and are payable in shares of common stock upon reporting person's retirement from the Board of Directors.
- (2) Includes dividends of 1,050.344 shares previously not reported pursuant to Rule 16a-11.

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.