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REILLEY DE Form 4	ENNIS H											
July 05, 2011	A							OMB AP	PROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287 January 31,			
if no longe	r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF										
subject to Section 16			SECURITIES					verage s per				
Form 4 or Form 5	Filed pursuant					-		response	0.5			
obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section												
<i>See</i> Instruction 30(n) of the Investment Company Act of 1940 1(b).												
(Print or Type Re	esponses)											
REILLEY DENNIS H Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
(Lost)		MARATHON OIL CORP [MRO] 3. Date of Earliest Transaction				(Check all applicable)						
(Month/Da				insaction	>	X_ Director 10% Owner Officer (give title Other (specify						
C/O MARATHON OIL06/30/2011Officer (CORPORATION, 5555 SAN								below)	(specify			
	(Street)	Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				Ap	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
HOUSTON, TX 77056 — Form filed by More than One Reporting Person									orting			
(City)	(State) (Zip)	Table	I - Non-De	erivative Secur	ities A	cquire	ed, Disposed of,	or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		Code (Instr. 3, 4 and 5)			ed (A)	Securities Beneficially Owned Following Reported	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Manadhan			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
Marathon Oil												
Corporation Common Stock	06/30/2011		J <u>(1)</u>	24,088.48	А	\$0	68,610	D				
Marathon Oil												
Corporation Common Stock	07/01/2011		A <u>(2)</u>	1,138.088	Α	\$0	69,748.088 (<u>3)</u>	D				

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	little	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
REILLEY DENNIS H C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056	Х						
Signatures							
Yvonne R. Kunetka, Attorney-in-Fact for D Reilley	07/05/2011						

**Signature of Reporting Person

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).

In connection with the spin-off of Marathon Petroleum Corporation on June 30, 2011 by Marathon Oil Corporation ("MRO"), MRO director restricted common stock unit awards of nonemployee directors, who continued to serve as directors of MRO immediately after

Date

(1) the spin-off, were replaced with adjusted MRO director restricted common stock unit awards, each of which generally preserve the value of the original awards.

Non-Retainer Quarterly Director Stock Unit Award granted under Marathon Oil Corporation 2007 Incentive Compensation Plan. The(2) quarterly 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 the reporting person's departure from the Board of Directors.

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(3) Includes dividends of 199.612 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.