

Guidry Steven P
Form 3
July 06, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Guidry Steven P | | (Month/Day/Year) | MARATHON OIL CORP [MRO] | |
| (Last) | (First) | (Middle) | 07/01/2011 | |
| C/O MARATHON OIL CORPORATION, Â 5555 SAN FELIPE RD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | _X_ Form filed by One Reporting Person | |
| | (give title below) (specify below) | | ___ Form filed by More than One Reporting Person | |
| | V.P. - Business Development | | | |
| HOUSTON, Â TX Â 77056 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|--|---|--|
| Marathon Oil Corporation Common Stock | 12,753.068 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Appreciation Right | 05/26/2007 | 05/26/2014 | Common Stock | 1,270 | \$ 10.53 | D | Â |
| Employee Stock Option (Right to Buy) | 06/10/2008 | 06/10/2015 | Common Stock | 6,568 | \$ 16.19 | D | Â |
| Employee Stock Option (Right to Buy) | 06/01/2009 | 06/01/2016 | Common Stock | 7,840 | \$ 23.69 | D | Â |
| Employee Stock Option (Right to Buy) | 05/30/2010 | 05/30/2017 | Common Stock | 15,233 | \$ 38.25 | D | Â |
| Employee Stock Option (Right to Buy) | 05/28/2011 | 05/28/2018 | Common Stock | 11,450 | \$ 32.06 | D | Â |
| Employee Stock Option (Right to Buy) | 05/27/2012 | 05/27/2019 | Common Stock | 11,705 | \$ 18.32 | D | Â |
| Employee Stock Option (Right to Buy) | 05/26/2011 ⁽¹⁾ | 05/26/2020 | Common Stock | 23,412 | \$ 19.03 | D | Â |
| Employee Stock Option (Right to Buy) | 05/25/2012 ⁽²⁾ | 05/25/2021 | Common Stock | 33,705 | \$ 33.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guidry Steven P C/O MARATHON OIL CORPORATION 5555 SAN FELIPE RD. HOUSTON, TX 77056 | Â | Â | Â V.P. - Business Development | Â |

Signatures

Yvonne R. Kunetka, Attorney-in-Fact for Steven P. Guidry 07/06/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Vests in cumulative annual installments of 11,705 and 11,707 shares on May 26, 2012 and 2013, respectively.
- (2) Vests in three cumulative annual installments of 11,235, 11,235 and 11,235 on May 25, 2012, 2013, and 2014, respectively.

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.