

MARATHON OIL CORP
Form 8-K/A
April 26, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
April 23, 2002

MARATHON OIL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware	1-5153	25-0996816
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

5555 San Felipe Road, Houston, TX 77056-2723

(Address of Principal Executive Offices)

(713) 629-6600

(Registrant's telephone number, including area code)

ITEM 7. Financial Statements and Exhibits

(c) Exhibits

99.1. Marathon Oil Corporation updated Outlook section.

ITEM 9. Regulation FD Disclosure

On April 23, 2002, Marathon Oil Corporation filed a current report on Form 8-K furnishing information under Regulation FD to update the

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Outlook section of its Form 10-K for the fiscal year ended December 31, 2001. This amendment is being filed to provide clarification to certain updated information.

SIGNATURES

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/ A. G. Adkins

A. G. Adkins
Vice President - Accounting and Controller

Dated: April 26, 2002