

USHER THOMAS J
Form 4
February 15, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
USHER THOMAS J

2. Issuer Name and Ticker or Trading Symbol
MARATHON OIL CORP [MRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77056

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/14/2005		M		150,000	A	\$ 29.97
COMMON STOCK	02/14/2005		D		150,000	D	\$ 42.4
COMMON STOCK	02/14/2005		M		350,000	A	\$ 29.69
COMMON STOCK	02/14/2005		D		350,000	D	\$ 42.4
COMMON STOCK					11,009	I	

Revocable Trust ⁽¹⁾

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

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SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
PHANTOM STOCK (Stock Appreciation Right)	\$ 29.97	02/14/2005		M	150,000	12/31/2001 12/31/2011	COMMON STOCK
PHANTOM STOCK (Stock Appreciation Right)	\$ 29.69	02/14/2005		M	350,000	01/02/2002 01/02/2012	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

USHER THOMAS J
C/O MARATHON OIL CORPORATION
5555 SAN FELIPE ROAD
HOUSTON, TX 77056 X

Signatures

By: R. J. Kolencik, Attorney-in-Fact for Thomas J. Usher 02/15/2005

**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).

(1)

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Revocable Trust Account governed by the Revocable Trust Agreement, dated July 3, 2001, pursuant to which the reporting person is the settlor, co-trustee with his spouse and beneficial owner of the shares held in said account.

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.