

MARATHON OIL CORP
Form 3
December 08, 2015

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 KRAJECIK CATHERINE LEE | | | (Month/Day/Year) 12/01/2015 | MARATHON OIL CORP [MRO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O MARATHON OIL CORPORATION,Â 5555 SAN FELIPE ST | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President (See Remarks) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| HOUSTON,Â TXÂ 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 | 23,321 | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (Right to Buy) | 05/28/2011 | 05/28/2018 | Common Stock | 3,530 | \$ 32.06 | D | Â |
| Employee Stock Option (Right to Buy) | 05/27/2012 | 05/27/2019 | Common Stock | 4,315 | \$ 18.32 | D | Â |
| Employee Stock Option (Right to Buy) | 05/26/2013 | 05/26/2020 | Common Stock | 6,950 | \$ 19.03 | D | Â |
| Employee Stock Option (Right to Buy) | 05/26/2013 | 05/26/2020 | Common Stock | 2,071 | \$ 19.03 | D | Â |
| Employee Stock Option (Right to Buy) | 05/25/2014 | 05/25/2021 | Common Stock | 10,065 | \$ 33.06 | D | Â |
| Employee Stock Option (Right to Buy) | 08/31/2014 | 08/31/2021 | Common Stock | 7,392 | \$ 26.92 | D | Â |
| Employee Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 5,491 | \$ 35.06 | D | Â |
| Employee Stock Option (Right to Buy) | 08/31/2015 | 08/31/2022 | Common Stock | 7,304 | \$ 27.82 | D | Â |
| Employee Stock Option (Right to Buy) | 04/08/2014 ⁽¹⁾ | 04/08/2023 | Common Stock | 6,467 | \$ 32.84 | D | Â |
| Employee Stock Option (Right to Buy) | 10/07/2014 ⁽²⁾ | 10/07/2023 | Common Stock | 6,633 | \$ 34.72 | D | Â |
| Employee Stock Option (Right to Buy) | 04/07/2015 ⁽³⁾ | 04/07/2024 | Common Stock | 19,544 | \$ 34.9 | D | Â |
| Employee Stock Option (Right to Buy) | 02/25/2016 ⁽⁴⁾ | 02/25/2025 | Common Stock | 17,575 | \$ 29.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAJECIK CATHERINE LEE C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ST HOUSTON, TX 77056 | Â | Â | Â Vice President (See Remarks) | Â |

Signatures

Elisa D. Watts, Attorney-in-Fact for Catherine L. Krajicek
12/08/2015

**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 2,155, 2,156 and 2,156 shares on April 8, 2014, 2015 and 2016, respectively.
- (2) Vests in cumulative annual installments of 2,211, 2,211 and 2,211 shares on October 7, 2014, 2015 and 2016, respectively.
- (3) Vests in cumulative annual installments of 6,514, 6,515 and 6,515 shares on April 7, 2015, 2016 and 2017, respectively.
- (4) Vests in cumulative annual installments of 5,858, 5,858 and 5,859 shares on February 25, 2016, 2017 and 2018, respectively.

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Remarks:

ViceÂ President-CorporateÂ DevelopmentÂ andÂ Strategy

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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