

MARATHON OIL CORP
Form 4
December 17, 2013

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 *
Thill Howard J SR

(Last) (First) (Middle)

C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President (See Remarks)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 | (D) | Price |
| Marathon Oil Corporation Common Stock | 12/13/2013 | | M | | 2,031 | A | \$ 16.19 26,444.8525 |
| Marathon Oil Corporation Common Stock | 12/13/2013 | | S | | 2,031 | D | \$ 35.96 24,413.8525 |
| | 12/13/2013 | | M | | 4,062 | A | \$ 23.69 28,475.8525 |

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Marathon
Oil
Corporation
Common
Stock

| | | | | | | | |
|---|------------|---|-------|---|----------------------------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | S | 4,062 | D | \$ 35.967 <u>(1)</u> | 24,413.8525 | D |
|---|------------|---|-------|---|----------------------------|-------------|---|

| | | | | | | | |
|---|------------|---|-------|---|----------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | M | 6,944 | A | \$ 34.06 | 31,357.8525 | D |
|---|------------|---|-------|---|----------|-------------|---|

| | | | | | | | |
|---|------------|---|-------|---|----------------------------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | S | 6,944 | D | \$ 35.956 <u>(2)</u> | 24,413.8525 | D |
|---|------------|---|-------|---|----------------------------|-------------|---|

| | | | | | | | |
|---|------------|---|--------|---|----------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | M | 17,846 | A | \$ 14.92 | 42,259.8525 | D |
|---|------------|---|--------|---|----------|-------------|---|

| | | | | | | | |
|---|------------|---|--------|---|----------------------------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | S | 17,846 | D | \$ 35.943 <u>(3)</u> | 24,413.8525 | D |
|---|------------|---|--------|---|----------------------------|-------------|---|

| | | | | | | | |
|---|------------|---|--------|---|----------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | M | 22,521 | A | \$ 18.28 | 46,934.8525 | D |
|---|------------|---|--------|---|----------|-------------|---|

| | | | | | | | |
|---|------------|---|--------|---|----------------------------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | S | 22,521 | D | \$ 35.907 <u>(4)</u> | 24,413.8525 | D |
|---|------------|---|--------|---|----------------------------|-------------|---|

| | | | | | | | |
|---|------------|---|--------|---|----------|-------------|---|
| Marathon Oil Corporation Common Stock | 12/13/2013 | M | 14,234 | A | \$ 30.81 | 38,647.8525 | D |
|---|------------|---|--------|---|----------|-------------|---|

| | | | | | | | |
|--|------------|---|--------|---|--|-------------|---|
| | 12/13/2013 | S | 14,234 | D | | 24,413.8525 | D |
|--|------------|---|--------|---|--|-------------|---|

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Marathon
Oil
Corporation
Common
Stock

\$
35.995
(5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 16.19 | 12/13/2013 | | M | 2,031 | 06/10/2008 06/10/2015 | Common Stock | 2,031 | |
| Employee Stock Option (Right to Buy) | \$ 23.69 | 12/13/2013 | | M | 4,062 | 06/01/2009 06/01/2016 | Common Stock | 4,062 | |
| Employee Stock Option (Right to Buy) | \$ 34.06 | 12/13/2013 | | M | 6,944 | 02/27/2011 02/27/2018 | Common Stock | 6,944 | |
| Employee Stock Option (Right to Buy) | \$ 14.92 | 12/13/2013 | | M | 17,846 | 02/25/2012 02/25/2019 | Common Stock | 17,846 | |
| Employee Stock | \$ 18.28 | 12/13/2013 | | M | 22,521 | 02/24/2013 02/24/2020 | Common Stock | 22,521 | |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|--------|---------------------------|------------|-----------------|------|
| Option | \$ 30.81 | 12/13/2013 | M | 14,234 | 02/23/2012 ⁽⁶⁾ | 02/23/2021 | Common Stock | 14,2 |
|--------|----------|------------|---|--------|---------------------------|------------|-----------------|------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thill Howard J SR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056 | | | Vice President (See Remarks) | |

Signatures

| | |
|---|------------|
| Richard J. Kolencik, Attorney-in-Fact for Howard J. Thill, Sr. | 12/17/2013 |
|---|------------|

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.96 to \$35.97, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.95 to \$35.96, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.93 to \$35.95, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.80 to \$36.04, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.98 to \$36.01, inclusive.
- (6) Vests in cumulative annual installments of 7,116, 7,118 and 7,118 shares on February 23, 2012, 2013 and 2014, respectively.

Remarks:

Vice President - Corporate, Government and Investor Relations

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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