

BEHRMAN PHILIP G

Form 4

May 12, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEHRMAN PHILIP G**

(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)

**05/11/2005**

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 \_\_\_\_ Other (specify  
below) below)

Sr. Vice Pres., WW Exploration

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	(A) or (D) Price			
COMMON STOCK	05/11/2005		M		30,000	A \$ 26.4375	68,001.821	D	
COMMON STOCK	05/11/2005		S		4,000	D \$ 48.51	64,001.821	D	
COMMON STOCK	05/11/2005		S		15,000	D \$ 48.52	49,001.821	D	
COMMON STOCK	05/11/2005		S		9,000	D \$ 48.53	40,001.821	D	
COMMON STOCK	05/11/2005		S		2,000	D \$ 48.54	38,001.821	D	

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COMMON STOCK	200	I	By Family Living Trust <sup>(1)</sup>
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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 Underlying Security (Instr. 3 and 4)
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 26.4375	05/11/2005		M <sup>(2)</sup>	30,000	09/25/2001 <sup>(3)</sup> 09/25/2010	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 26.4375	05/11/2005		M <sup>(2)</sup>	30,000	09/25/2001 <sup>(3)</sup> 09/25/2010	COMMON STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEHRMAN PHILIP G C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Sr. Vice Pres., WW Exploration	

## Signatures

Richard J. Kolencik, Attorney-in-Fact for Philip G. Behrman

05/12/2005

\_\_\_\_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).

These shares are held in The Jacqueline L. Delany Trust, pursuant to a Trust Agreement dated May 30, 2003 between Jacqueline L.

(1) Delany, as Trustor and Joan Marie Delany, as trustee. The reporting person's mother-in-law is the beneficiary of the trust. The reporting person's spouse is the trustee of the trust and holds a remainder interest therein. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his and/or his spouse's pecuniary interest therein.

(2) Exercise of stock option and cancellation of tandem stock appreciation right.

(3) Vests in three equal annual installments on September 25, 2001, 2002, and 2003.

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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