

CAZALOT CLARENCE P JR  
Form 4  
December 14, 2012

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAZALOT CLARENCE P JR

(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)

12/12/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Marathon Oil Corporation Common Stock	03/30/2012		G <sup>(1)</sup>	V 21,610 D \$ 0	0 <sup>(2)</sup>	I	By Grantor Retained Annuity Trust
Marathon Oil Corporation Common Stock	12/12/2012		M	571,278 A \$ 10.53	1,449,996 <sup>(2)</sup>	D	
	12/12/2012		D	199,396 D	1,250,600	D	

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Marathon  
Oil  
Corporation  
Common  
Stock

\$  
30.169

Marathon  
Oil  
Corporation 12/12/2012 F 135,551 D \$ 30.169 1,115,049 D  
Common  
Stock

Marathon  
Oil  
Corporation 12/12/2012 G<sup>(3)</sup> V 111,700 D \$ 0 1,003,349 D  
Common  
Stock

Marathon  
Oil  
Corporation 12/12/2012 G<sup>(4)</sup> V 34,000 D \$ 0 969,349 D  
Common  
Stock

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Stock Appreciation Right	\$ 10.53	12/12/2012		M		571,278		05/26/2007	05/26/2014	Common Stock	57

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Reporting Owners

CAZALOT CLARENCE P JR  
C/O MARATHON OIL CORPORATION  
5555 SAN FELIPE ROAD  
HOUSTON, TX 77056

X

Chairman, President and CEO

## Signatures

Richard J. Kolencik, Attorney-in-Fact for Clarence P.  
Cazalot, Jr.

12/14/2012

\_\_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 reporting person, as trustee, upon termination on March 30, 2012, of the reporting person's grantor retained annuity trust for the benefit of himself and his three adult children, transferred as a gift a total of 21,610 shares to the reporting person's three adult children.  
Includes 27,840 shares to reflect change in form of ownership from indirect to direct, due to a distribution of shares by the reporting
- (2) person, as trustee, upon termination on March 30, 2012 of the reporting person's grantor retained annuity trust for the benefit of himself and his three adult children to himself, as sole and separate property.
- (3) Gift of shares to reporting person's three adult children.
- (4) Gift of shares to 501(c)(3) foundation.

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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