

Bay Annell R
Form 3
February 01, 2013

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 Bay Annell R	(Month/Day/Year)	MARATHON OIL CORP [MRO]
(Last) (First) (Middle)	01/25/2013	
	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 STREET	(Check all applicable)	
(Street)	____ Director ____ 10% Owner __X__ Officer ____ Other (give title below) (specify below)	6. Individual or Joint/Group Filing(Check Applicable Line) __X__ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
HOUSTON,Â TXÂ 77056	VP-Global Exploration	
(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	58,056	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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/25/2011	02/25/2019	Common Stock	38,773	\$ 14.92	D	Â
Employee Stock Option (Right to Buy)	02/25/2012	02/25/2019	Common Stock	32,500	\$ 14.92	D	Â
Employee Stock Option (Right to Buy)	02/24/2012 ⁽¹⁾	02/24/2020	Common Stock	74,717	\$ 18.28	D	Â
Employee Stock Option (Right to Buy)	02/23/2012 ⁽²⁾	02/23/2021	Common Stock	28,525	\$ 30.81	D	Â
Employee Stock Option (Right to Buy)	02/28/2013 ⁽³⁾	02/28/2022	Common Stock	27,100	\$ 35.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bay Annell R C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056	Â	Â	Â VP-Global Exploration	Â

Signatures

Richard J. Kolencik, Attorney-in-Fact for Annell R. Bay

02/01/2013

__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 installments of 37,358 and 37,359 shares on February 24, 2012 and 2013, respectively.

(2) Vests in cumulative annual installments of 9,507, 9,509 and 9,509 shares on February 23, 2012, 2013 and 2014, respectively.

(3) Vests in cumulative annual installments of 9,033, 9,033 and 9,034 shares on February 28, 2013, 2014 and 2015, respectively.

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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