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USX CORP  
Form 15-12B  
January 09, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under  
Section 12(g) of the Securities Exchange Act of 1934 or  
Suspension of Duty to File Reports Under Section 13 and 15(d)  
of the Securities Exchange Act of 1934.

Commission File Number 1-5153

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MARATHON OIL CORPORATION  
(formerly known as USX Corporation)

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(Exact name of registrant as specified in its charter)

5555 San Felipe Road  
Houston, TX 77056-2723  
(713) 629-6600

(Address, including zip code, and telephone number,  
including area code, of registrant's principal  
executive offices)

USX-U.S. Steel Group Common Stock, par value \$1.00 per share  
(including the associated rights to purchase Series A Junior Preferred Stock)  
6.50% Cumulative Convertible Preferred Stock

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(Title of each class of Securities covered by this Form)

Marathon Oil Corporation Common Stock, par value \$1.00 per  
share (Titles of all other classes of securities for which a  
duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule  
provision(s) relied upon to terminate or suspend the duty to file  
reports:

|                      |                                     |                      |                          |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i)  | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(2)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i)  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/>            | Rule 15d-6           | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |                      |                          |

Approximate number of holders of record as of the certification or  
notice date: 0

Pursuant to the requirements of the Securities Exchange Act of  
1934, Marathon Oil Corporation has caused this  
certification/notice to be signed on its behalf by the undersigned  
duly authorized person.

Date: January 9, 2002

By: /s/ JERRY HOWARD

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Name: Jerry Howard  
Title: Senior Vice President  
Corporate Affairs