

CAMPBELL EILEEN M
Form 4
May 19, 2011

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 *
CAMPBELL EILEEN M

(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)
05/18/2011

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)
Vice President, Public Policy

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)
			Code	V	Amount (D) Price		
Marathon Oil Corporation Common Stock	05/18/2011		S		603 \$ 51.21	D	110,427.777
Marathon Oil Corporation Common Stock	05/18/2011		S		2,100 \$ 51.215	D	108,327.777
	05/18/2011		S		1,897 \$ 51.22	D	106,430.777

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Marathon
Oil
Corporation
Common
Stock

Marathon

Oil Corporation Common Stock	05/18/2011	S	13,200	D	\$ 51.225	93,230.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	2,200	D	\$ 51.23	91,030.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	1,500	D	\$ 51.235	89,530.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	1,002	D	\$ 51.24	88,528.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	500	D	\$ 51.245	88,028.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	300	D	\$ 51.25	87,728.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	2,400	D	\$ 51.265	85,328.777	D
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Marathon

Oil Corporation Common Stock	05/18/2011	S	900	D	\$ 51.27	84,428.777	D
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	05/18/2011	S	500	D		83,928.777	D
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Marathon
Oil
Corporation
Common
Stock

\$
51.271

Marathon
Oil
Corporation 05/18/2011
Common
Stock

S 200 D \$ 51.272 83,728.777 D

Marathon
Oil
Corporation 05/18/2011
Common
Stock

S 100 D \$ 51.28 83,628.777 D

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL EILEEN M C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Vice President, Public Policy	

Signatures

R. J. Kolencik, Attorney-in-Fact for Eileen M.
Campbell

05/19/2011

__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).

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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