

MARATHON OIL CORP
Form 4
May 16, 2007

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 *
HINCHMAN STEVEN B

(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)
05/15/2007

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)
Sr. V.P.- Worldwide Production

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	05/15/2007		M		25,000 A \$ 32.52	70,310.913	D
COMMON STOCK	05/15/2007		S		1,000 D \$ 111.54	69,310.913	D
COMMON STOCK	05/15/2007		S		300 D \$ 111.545	69,010.913	D
COMMON STOCK	05/15/2007		S		1,400 D \$ 111.56	67,610.913	D
COMMON STOCK	05/15/2007		S		1,400 D \$ 111.58	66,210.913	D

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COMMON STOCK	05/15/2007		S	400	D	\$ 111.585	65,810.913	D
COMMON STOCK	05/15/2007		S	100	D	\$ 111.59	65,710.913	D
COMMON STOCK	05/15/2007		S	2,500	D	\$ 111.62	63,210.913	D
COMMON STOCK	05/15/2007		S	800	D	\$ 111.625	62,410.913	D
COMMON STOCK	05/15/2007		S	600	D	\$ 111.63	61,810.913	D
COMMON STOCK	05/15/2007		S	2,600	D	\$ 111.64	59,210.913	D
COMMON STOCK	05/15/2007		S	200	D	\$ 111.65	59,010.913	D
COMMON STOCK	05/15/2007		S	1,900	D	\$ 111.66	57,110.913	D
COMMON STOCK	05/15/2007		S	600	D	\$ 111.68	56,510.913	D
COMMON STOCK	05/15/2007		S	2,300	D	\$ 111.69	54,210.913	D
COMMON STOCK	05/15/2007		S	4,000	D	\$ 111.7	50,210.913	D
COMMON STOCK	05/15/2007		S	2,900	D	\$ 111.71	47,310.913	D
COMMON STOCK	05/15/2007		S	1,600	D	\$ 111.72	45,710.913	D
COMMON STOCK	05/15/2007		S	400	D	\$ 111.74	45,310.913	D

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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (Right to Buy)							
	\$ 32.52		05/15/2007				
		M ⁽¹⁾		25,000	05/29/2002	05/29/2011	COMMON STOCK
STOCK APPRECIATION RIGHT							
	\$ 32.52		05/15/2007				
		M ⁽¹⁾		25,000	05/29/2002	05/29/2011	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HINCHMAN STEVEN B C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056			Sr. V.P.- Worldwide Production	

Signatures

R. J. Kolencik, Attorney-in-Fact for Steven B. Hinchman
05/16/2007

**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) Exercise of stock option and cancellation of tandem stock appreciation right.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.