CAZALOT CLARENCE P JR

Form 5

Stock

February 16, 2010

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CAZALOT CLARENCE P JR Symbol MARATHON OIL CORP [MRO] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2009 below) below) C/O MARATHON OIL President and CEO CORPORATION. 5555 SAN **FELIPE ROAD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HOUSTON. TXÂ 77056 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Ownership (Instr. 3) Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) (D) Amount Price Marathon Oil Corporation Â Â $G^{(1)}$ 03/30/2009 D 83,000 D \$0 512,276 Common Stock Marathon Oil 03/30/2009 Â $G^{(1)}$ 83,000 A \$0 83,000 I Grantor Corporation Retained Common Annuity

Trust

								$\frac{\text{(Spouse)}}{\underline{\text{(1)}}}$
Marathon Oil Corporation Common Stock	Â	Â	Â	Â	Â	83,000 (2)	I	By Grantor Retained Annuity Trust (2)

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 2270 (9-02)

of

S

O Es Is Fi

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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CAZALOT CLARENCE P JR C/O MARATHON OIL CORPORATION 5555 SAN FELIPE ROAD HOUSTON, TX 77056	ÂX	Â	President and CEO	Â		

Signatures

/s/R. J. Kolencik as Attorney-in-Fact for Clarence P. Cazalot, Jr.

02/16/2010

**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)

Reporting Owners 2

Edgar Filing: CAZALOT CLARENCE P JR - Form 5

This transaction is a gift of securities from the reporting person to the reporting person's spouse as her separate property and estate. These shares were contributed by the reporting person's spouse to the reporting person's spouse, as trustee of a grantor retained annuity trust, for the benefit of the reporting person's spouse and her three adult children.

(2) These shares were previously reported as directly held. The reporting person conveyed these shares, as sole and separate property, to himself, as trustee of a grantor retained annuity trust, for the benefit of himself and his three adult children.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.