MARATHON OIL CORP

Form 4

October 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Banister Gaurdie E. JR.

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

MARATHON OIL CORP [MRO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zin)

3. Date of Earliest Transaction

(Check all applicable)

C/O MARATHON OIL **CORPORATION. 5555 SAN**

FELIPE STREET

(Month/Day/Year) 10/01/2015

_X__ Director 10% Owner Officer (give title Other (specify

below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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, TX 77056

(City)	(State) (Z	Table	I - Non-Do	erivative Secui	rities Acquire	ed, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	or Disposed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	d 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					(4)	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			C 1 W		or	(Instr. 3 and 4)		
			Code V	Amount	(D) Price			
Marathon								
O:1								

Oil

2,857.609 Corporation 10/01/2015 \$0 A 2,857.609 D (1)

Common Stock

Marathon

Oil

By Banister 7,600 (2)Corporation Ι Common

Stock

Resources Ltd.

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
	·				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Banister Gaurdie E. JR. C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056



Signatures

Elisa D. Watts, Attorney-in-Fact for Gaurdie E. Banister, Jr.

10/05/2015

**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).
- Pro-rated Non-Retainer Annual Director Stock Unit Award granted under Marathon Oil Corporation 2012 Incentive

 Compensation Plan. The annual non-retainer stock based compensation represented by these common stock units are credited to an unfunded account. These common stock units, along with their accrued dividend equivalent rights, will vest on October 1, 2018 and be payable in shares of common stock.
- These shares are held by Banister Resources Ltd., a limited partnership of which Banister Management Trust (the "Trust") is the general partner, and the reporting person and his spouse are the co-trustees of the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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