

MARATHON OIL CORP

Reported by

LITTLE THOMAS MITCHELL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/23/17 for the Period Ending 02/22/17

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|-------------|--|
| Address | P O BOX 3128 HOUSTON, TX 77253-3128 |
| Telephone | 7136296600 |
| CIK | 0000101778 |
| Symbol | MRO |
| SIC Code | 1311 - Crude Petroleum and Natural Gas |
| Industry | Oil & Gas Exploration and Production |
| Sector | Energy |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * Little Thomas Mitchell (Last) (First) (Middle) C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE STREET (Street) HOUSTON, TX 77056 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MARATHON OIL CORP [MRO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP - Operations |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/22/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| Common Stock | 2/22/2017 | | A | | 43580 <u>(1)</u> | A | \$0 | 212008 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$15.76 | 2/22/2017 | | A | | 79240 | | <u>(2)</u> | 2/22/2027 | Common Stock | 79240.0 | \$0 | 79240 | D | |

Explanation of Responses:

- (1) Restricted stock granted under Marathon Oil Corporation's 2016 Incentive Compensation Plan, which vests three years from the date of grant.
- () Employee stock option granted under Marathon Oil Corporation's 2016 Incentive Compensation Plan, which vests in three equal, annual installments
- 2) beginning one year from the date of grant.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Little Thomas Mitchell C/O MARATHON OIL CORPORATION 5555 SAN FELIPE STREET HOUSTON, TX 77056 | | | Executive VP - Operations | |

Signatures

Kim Warnica, Attorney-in-Fact for Thomas Mitchell Little

2/23/2017

**Signature of Reporting Person

Date

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

* 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.

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.

POWER OF ATTORNEY

The undersigned hereby authorizes and designates each of Sylvia J. Kerrigan, Kim Warnica and Sam A. Mazzu III (the "Attorneys") as his fully authorized attorney for the purpose of signing and filing on behalf of the undersigned all forms which are permitted or required to be filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 (the "Forms") concerning the undersigned's interest in securities of Marathon Oil Corporation ("MOC") and/or the undersigned's status with respect to MOC. The Forms shall include, but are not limited to, Form IDs and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC, and Forms 3, 4 and 5.

This Power of Attorney authorizes each of the Attorneys to sign and file the Forms on behalf of the undersigned from the date hereof until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by MOC, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys. This Power of Attorney is automatically revoked with respect to each Attorney individually upon cessation of such Attorney's employment with MOC.

Dated: December 9, 2016

/s/ Thomas Mitchell Little