

**MARATHON OIL CORP**  
Reported by  
**HEDGEBETH REGINALD D**

**FORM 3/A**  
(Amended Statement of Beneficial Ownership)

Filed 04/27/17 for the Period Ending 04/24/17

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

## INITIAL STATEMENT OF 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 * <b>Hedgebeth Reginald D</b>  (Last) (First) (Middle)	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>4/24/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>MARATHON OIL CORP [MRO]</b>
<b>C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE</b>  (Street)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>see remarks /</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)  <b>4/27/2017</b>
<b>HOUSTON, TX 77056</b>  (City) (State) (Zip)	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>0</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

#### Explanation of Responses:

#### Remarks:

Senior Vice President, General Counsel and Secretary

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hedgebeth Reginald D C/O MARATHON OIL CORPORATION 5555 SAN FELIPE HOUSTON, TX 77056</b>			<b>see remarks</b>	

#### Signatures

**Kim Warnica, Attorney-in-Fact for Reginald D. Hedgebeth**

**4/27/2017**

\*\*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 5(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 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: April 24, 2017

/s/ Reginald Hedgebeth