

MARATHON OIL CORP
Reported by
HEDGEBETH REGINALD D

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/27/17 for the Period Ending 04/26/17

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

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 * Hedgebeth Reginald D (Last) (First) (Middle) C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE (Street) HOUSTON, TX 77056 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MARATHON OIL CORP [MRO] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/26/2017</p>	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) see remarks
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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	4/26/2017		A		19207 <u>(1)</u>	A	\$0	19207	D	
Common Stock	4/26/2017		A		19207 <u>(2)</u>	A	\$0	38414	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)	\$15.31	4/26/2017		A		105449		<u>(3)</u>	4/26/2027	Common Stock	105449.0	\$0	105449	D	

Explanation of Responses:

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

Remarks:

Senior Vice President, General Counsel and Secretary

Reporting Owners

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

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 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.

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