

SCHWIND WILLIAM F JR
Form 4
August 16, 2005

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWIND WILLIAM F JR

2. Issuer Name and Ticker or Trading Symbol
MARATHON OIL CORP [MRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MARATHON OIL CORPORATION, 5555 SAN FELIPE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
V.P., General Counsel and Sec.

(Street)
HOUSTON, TX 77056

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
COMMON STOCK	08/12/2005		M		7,000	A	\$ 29.375	57,287.331	D	
COMMON STOCK	08/12/2005		D		5,118	D	\$ 63.55 (1)	52,169.331	D	
COMMON STOCK	08/12/2005		M		9,000	A	\$ 34	61,169.331	D	
COMMON STOCK	08/12/2005		D		6,908	D	\$ 63.55 (1)	54,261.331	D	
COMMON STOCK	08/12/2005		M		10,000	A	\$ 29.375	64,261.331	D	

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COMMON STOCK	08/12/2005	D	7,312	D	\$ 63.55 (1)	56,949.331	D
COMMON STOCK	08/12/2005	M	15,000	A	\$ 32.52	71,949.331	D
COMMON STOCK	08/12/2005	D	11,338	D	\$ 63.55 (1)	60,611.331	D

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.

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(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 29.375	08/12/2005		M ⁽²⁾	7,000	05/27/1998	05/27/2007	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 29.375	08/12/2005		M ⁽²⁾	7,000	05/27/1998	05/27/2007	COMMON STOCK
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 34	08/12/2005		M ⁽²⁾	9,000	05/26/1999	05/26/2008	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 34	08/12/2005		M ⁽²⁾	9,000	05/26/1999	05/26/2008	COMMON STOCK
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 29.375	08/12/2005		M ⁽²⁾	10,000	05/25/2000	05/25/2009	COMMON STOCK
STOCK APPRECIATION RIGHT	\$ 29.375	08/12/2005		M ⁽²⁾	10,000	05/25/2000	05/25/2009	COMMON STOCK
	\$ 32.52	08/12/2005		M ⁽²⁾	15,000	05/29/2002	05/29/2011	

