

MARATHON OIL CORP  
Form DEFA14A  
March 08, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Marathon Oil Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:



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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**IMPORTANT NOTICE** Regarding the Availability of Proxy Materials

**Meeting Information**

**MARATHON OIL CORPORATION**

**Meeting Type:** 2010 Annual Meeting of Stockholders

**For holders as of:** March 1, 2010

**Date:** April 28, 2010 **Time:** 10:00 a.m. CDT

**Location:** CONFERENCE CENTER AUDITORIUM

MARATHON OIL TOWER

5555 SAN FELIPE ROAD

HOUSTON, TX 77056

*C/O SHAREHOLDER SERVICES*

*P.O. BOX 4813*

*HOUSTON, TX 77210-4813*

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

2010 Notice of Annual Meeting of Stockholders and Proxy Statement

2009 Annual Report

#### How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- |                         |  |
|-------------------------|--|
| 1) <i>BY INTERNET:</i>  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639   |
| 3) <i>BY E-MAIL*:</i>   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 14, 2010 to facilitate timely delivery.

## How To Vote

### Please Choose One of the Following Voting Methods

**Vote In Person:** If you are a holder of record of Marathon common stock, you may vote in person at the meeting. We will provide you a ballot when you arrive.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12-Digit Control Number available and follow the instructions. If you are a registered holder use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. EDT the day before the meeting. If you hold these shares in the Marathon Oil Company Thrift Plan use the internet to transmit your voting instructions and for electronic delivery of information by 11:59 p.m. EDT on April 25, 2010.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**Your Board of Directors recommends you vote  
FOR Items 1(a) through 1(l).**

1. Election of directors for a one-year term expiring in 2011

**NOMINEES:**

1(a). Gregory H. Boyce

**Your Board of Directors  
recommends you vote  
FOR Item 2**

1(b). Clarence P. Cazalot, Jr.

2. Ratification of the appointment of

PricewaterhouseCoopers LLP as our independent

1(c). David A. Daberko

auditor for 2010

1(d). William L. Davis

**Your Board of Directors  
recommends you vote**

**AGAINST Item 3**

1(e). Shirley Ann Jackson

3. Stockholder Proposal to amend our By-laws to

1(f). Philip Lader

lower the threshold for stockholders to call

1(g). Charles R. Lee

special meetings

1(h). Michael E. J. Phelps

**Your Board of Directors recommends  
you vote**

**AGAINST Item 4**

1(i). Dennis H. Reilley

4. Stockholder Proposal to adopt a policy for

1(j). Seth E. Schofield

ratification and approval of executive

1(k). John W. Snow

compensation policies and practices

1(l). Thomas J. Usher



