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MARATHON OIL CORP  
Form 8-K  
February 27, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

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DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED):  
FEBRUARY 27, 2002

MARATHON OIL CORPORATION

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	1-5153	25-0996816
----- (STATE OR OTHER JURISDICTION OF INCORPORATION)	----- (COMMISSION FILE NUMBER)	----- (IRS EMPLOYER IDENTIFICATION NO.)

5555 SAN FELIPE ROAD, HOUSTON, TX	77056-2723
----- (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	----- (ZIP CODE)

(713) 629-6600

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(REGISTRANT'S TELEPHONE NUMBER,  
INCLUDING AREA CODE)

Item 5. Other Events

THE AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA FOR MARATHON OIL CORPORATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001, AND THE REPORT OF THE INDEPENDENT ACCOUNTANTS ARE FILED HERewith AND ARE HEREBY INCORPORATED INTO THIS ITEM 5. THE COMPUTATIONS OF THE RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS AND THE RATIO OF EARNINGS TO FIXED CHARGES FOR MARATHON OIL CORPORATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001 ARE ALSO FILED HERewith AND ARE HEREBY INCORPORATED INTO THIS ITEM 5.

Item 7. Financial Statements and Exhibits

(c) Exhibits

12.1 Computation of Ratio of Earnings to Combined Fixed Charges and

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Preferred Stock Dividends

12.2 Computation of Ratio of Earnings to Fixed Charges

23. Consent of PricewaterhouseCoopers LLP

99.1 Marathon Oil Corporation Financial Statements

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARATHON OIL CORPORATION

By /s/ Albert G. Adkins

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Albert G. Adkins

Vice President - Accounting and Controller

Dated: February 27, 2002