MARATHON OIL CORP Form DEFA14A March 08, 2011

### **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 x		Filed by a Party other than the Registrant "		
Check the appropriate box:				
	Preliminary Proxy Statement			
	Confidential, for Use of the Com	mission Only (as permitted by Rule 14a-6(e)(2))		
	Definitive Proxy Statement			
X	Definitive Additional Materials			
	Soliciting Material Pursuant to §24	0.14a-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):			
x	No f	ee required.	
	Fee o	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:	

Fee j	paid previously with preliminary materials.
	ck 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 fe 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:
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