

MARATHON OIL CORP
Form 25
December 22, 2006

OMB APPROVAL

OMB Number: 3235-0080
Expires: February 28,2009
Estimated average burden
hours per response.....1.00

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR
REGISTRATION UNDER SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number _____

Marathon Oil Corporation; NYSE Arca, Inc. (Formerly, Pacific Exchange)

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered

5555 San Felipe Road, Houston, TX 77056 2723

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Common Stock, poc value \$1.00 per Share

(Description of class of securities)

Please place and X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- 17 CFR 240.12d2-2(a)(1)
- 17 CFR 240.12d2-2(a)(2)
- 17 CFR 240.12d2-2(a)(3)
- 17 CFR 240.12d2-2(a)(4)

Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.¹

Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2 (c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, Marathon Oil Corporation (Name of Issuer of Exchange) certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

December 22, 2006

By /s/ William F. Schwind,
Jr.

Vice President, General Counsel and
Secretary

Date

Name

Title

¹ Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR

240.19d-1 as
applicable. See
General
Instructions.