

MARATHON OIL CORP
Form 8-K
July 24, 2003

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 24, 2003**

MARATHON OIL CORPORATION

Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction

of incorporation)

1-5153
(Commission File
Number)

25-0996816
(IRS Employer
Identification
No.)

5555 San Felipe Road,
Houston, Texas
(Address of principal executive
offices)

77056-2723
(Zip Code)

Registrant's telephone number, including area code: **(713) 629-6600**

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated July 24, 2003, issued by Marathon Oil Corporation.

Item 9. Regulation FD Disclosure.

On July 24, 2003, Marathon Oil Corporation (Marathon) issued a press release announcing second quarter 2003 earnings. The press release is attached hereto and incorporated herein by reference.

The information, furnished under Item 9. Regulation FD Disclosure, is intended to be furnished under Item 12. Results of Operations and Financial Condition, in accordance with Securities and Exchange Commission Release No. 33-8216.

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 COMPANY

Date: July 24, 2003

By: /s/ A.G. Adkins
A.G. Adkins
Vice President-Accounting and Controller

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release dated July 24, 2003, announcing Marathon's financial results for the second quarter of 2003.