

MARATHON OIL CORP  
Form FWP  
February 11, 2009

**Filed Pursuant to Rule 433  
Issuer Free Writing Prospectus dated February 11, 2009 Relating to  
Preliminary Prospectus Supplement dated February 11, 2009  
to Prospectus dated July 26, 2007  
Registration No. 333-144874**

Final Pricing Terms

**6.50% Notes Due 2014**

|                               |  |
|-------------------------------|--|
| Issuer:                       | Marathon Oil Corporation   |
| Security:                     | 6.50% Senior Notes due 2014  |
| Size:                         | \$700,000,000  |
| Maturity:                     | February 15, 2014  |
| Coupon:                       | 6.50%  |
| Price to Public:              | 99.585%  |
| Yield to Maturity:            | 6.599%   |
| Spread to Benchmark Treasury: | +487.5 bp  |
| Benchmark Treasury:           | 1.75% due January 31, 2014   |
| Benchmark Treasury Yield:     | 1.724%   |
| Interest Payment Dates:       | February 15th and August 15th, commencing August 15th, 2009  |
| Make-Whole Call:              | T+50bp   |
| Settlement:                   | T+3; February 17, 2009   |
| CUSIP:                        | 565849AG1  |
| Denomination:                 | \$1,000 and increments of \$1,000 in excess thereof  |
| Anticipated Ratings:          | Moody s: Baa1 (stable outlook)<br>S&P: BBB+ (stable outlook)<br>Fitch: BBB+ (negative outlook)   |
| Joint Book-Running Managers:  | Morgan Stanley & Co. Incorporated<br>Banc of America Securities LLC<br>J.P. Morgan Securities Inc.<br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.   |
| Co-Managers:                  | Greenwich Capital Markets, Inc.<br>Scotia Capital (USA) Inc.<br>BNP Paribas Securities Corp.<br>Mitsubishi UFJ Securities International plc<br>NatCity Investments, Inc.<br>Daiwa Securities America Inc.<br>Fifth Third Securities, Inc.<br>SG Americas Securities, LLC<br>Wells Fargo Securities, LLC<br>DnB NOR Markets, Inc. |

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Comerica Securities, Inc.  
Credit Suisse Securities (USA) LLC  
Mizuho Securities USA Inc.  
U.S. Bancorp Investments, Inc.  
Muriel Siebert & Co., Inc.

Certain of the underwriters are not U.S. registered broker-dealers and, therefore, to the extent that they intend to effect any sales of the notes in the United States, they will do so through one or more U.S. registered broker-dealers as permitted by Financial Industry Regulatory Authority regulations.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649, Banc of America Securities LLC toll-free at 1-800-294-1322 or you may e-mail a request to [dg.prospectusdistribution@bofasecurities.com](mailto:dg.prospectusdistribution@bofasecurities.com), or J.P. Morgan Securities Inc. collect at 1-212-834-4533.**

Any legends, disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such legends, disclaimers or other notices have been automatically generated as a result of this communication having been sent via Bloomberg or another system.

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**7.50% Notes Due 2019**

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|-------------------------------|---|
| Issuer:                       | Marathon Oil Corporation  |
| Security:                     | 7.50% Senior Notes due 2019   |
| Size:                         | \$800,000,000   |
| Maturity:                     | February 15, 2019   |
| Coupon:                       | 7.50%   |
| Price to Public:              | 99.296%   |
| Yield to Maturity:            | 7.602%  |
| Spread to Benchmark Treasury: | +487.5 bp   |
| Benchmark Treasury:           | 3.75% due November 15, 2018   |
| Benchmark Treasury Yield:     | 2.727%  |
| Interest Payment Dates:       | February 15th and August 15th, commencing August 15th, 2009   |
| Make-Whole Call:              | T+50bp  |
| Settlement:                   | T+3; February 17, 2009  |
| CUSIP:                        | 565849AH9   |
| Denomination:                 | \$1,000 and increments of \$1,000 in excess thereof   |
| Anticipated Ratings:          | Moody s: Baa1 (stable outlook)<br>S&P: BBB+ (stable outlook)<br>Fitch: BBB+ (negative outlook)  |
| Joint Book-Running Managers:  | Morgan Stanley & Co. Incorporated<br>Banc of America Securities LLC<br>J.P. Morgan Securities Inc.<br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.  |
| Co-Managers:                  | Greenwich Capital Markets, Inc.<br>Scotia Capital (USA) Inc.<br>BNP Paribas Securities Corp.<br>Mitsubishi UFJ Securities International plc<br>NatCity Investments, Inc.<br>Daiwa Securities America Inc.<br>Fifth Third Securities, Inc.<br>SG Americas Securities, LLC<br>Wells Fargo Securities, LLC<br>DnB NOR Markets, Inc.<br>Comerica Securities, Inc.<br>Credit Suisse Securities (USA) LLC<br>Mizuho Securities USA Inc.<br>U.S. Bancorp Investments, Inc.<br>Muriel Siebert & Co., Inc. |

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