



DIVISION OF
CORPORATION FINANCE

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

May 26, 2022

Dane E. Whitehead
Chief Financial Officer
Marathon Oil Corporation
990 Town and Country Boulevard
Houston, Texas 77024-2217

Re: Marathon Oil Corporation
Form 10-K for Fiscal Year Ended December 31, 2021
Filed February 17, 2022
Form 8-K filed May 4, 2022
File No. 001-05153

Dear Mr. Whitehead:

We have reviewed your May 10, 2022 response to our comment letter and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our April 21, 2022 letter.

Form 8-K filed May 4, 2022

Exhibit 99.1

1. We note your response to prior comment 1 and the discussion in your press release for the first quarter ending March 31, 2022. Throughout the bullet point section, non-GAAP measures, such as adjusted free cash flow, are used to highlight your current and expected results and accomplishments. Please revise this presentation to include similar discussion and analysis of the comparable GAAP measures with equal or greater prominence. Refer to the last bullet of Question 102.10 of the Compliance and Disclosure Interpretations on Non-GAAP Financial Measures.

Dane E. Whitehead
Marathon Oil Corporation
May 26, 2022
Page 2

You may contact Wei Lu, Staff Accountant, at (202) 551-3725 or Shannon Buskirk, Staff Accountant, at (202) 551-3717 with any questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation