



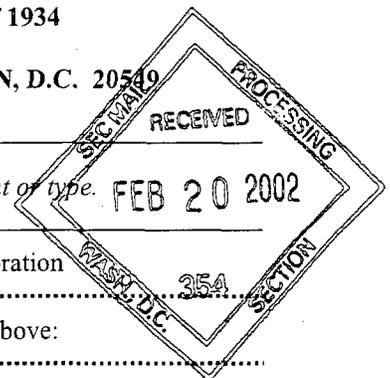
FORM TA-W

NO: 02005052

WITHDRAWAL FROM REGISTRATION AS TRANSFER AGENT

Pursuant to Section 17A of the Securities Exchange Act of 1934

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549



Read all instructions on reverse side before preparing Form. Please print or type.

1. Transfer Agent File No.: 08-4-0062 2. Full name of registrant: USX Corporation

3. Name under which transfer agent activities are conducted, if different from above:

4. Address of registrant's principal place of business: 600 Grant Street, Pittsburgh, PA 15219-4776
(Number and street) (City) (State) (Zip Code)

5. Furnish registrant's reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration. Transferred function to other registered Transfer Agents

6. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. January 2, 2002

Does registrant have any intention of performing in the near future a transfer agent function for any such security? No

7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.

Yes [] No [X]

8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.

Yes [] No [X]

9. For each issue shown on Schedule B of registrant's Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state. See attached schedule

10. For each issue shown on Schedule B of registrant's Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions. See attached schedule

11. Furnish the address(es), if different from Item 10, where such books and records will be located. See attached schedule

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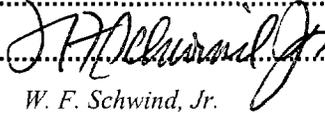
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12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information.

Registrant also consents hereby to make the books and records it is required to preserve by Rules 17 Ad-6 and 7 under the Securities Exchange Act of 1934 (*17 CFR 240.17 Ad-6 and 7*) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

Dated the 4th day of January, 2002

.....
Marathon Oil Corporation (formerly known as USX Corporation)
.....

.....

.....

W. F. Schwind, Jr.

.....
(Vice President, General Counsel & Secretary)

(713-296-4137)

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations

(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

INSTRUCTIONS FOR USE OF FORM TA-W

(1) Form TA-W is to be used by those transfer agents registered with the Commission to withdraw from registration as a transfer agent.

In accordance with the rules adopted by the Securities and Exchange Commission, notice to withdraw from registration filed by a transfer agent shall become effective on the 60th day after the filing thereof with the Commission or within such shorter period of time as the Commission may determine. If a notice to withdraw from registration is filed with the Commission at any time subsequent to the date of issuance of an order instituting proceedings pursuant to Section 17A(c)(3)(A), or if prior to the effective date of the notice of withdrawal the Commission institutes such a proceeding or a proceeding to impose terms and conditions upon such withdrawal, the notice of withdrawal shall not become effective except at such time and upon such terms and conditions as the Commission deems necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A.

(2) Before registrations may be withdrawn, transfer agents are required to file three completed copies of Form TA-W with the Securities and Exchange Commission, Washington D.C. 20549. An exact copy of Form TA-W should be retained for your records.

(3) Copies of Form TA-W may be duplicated and are acceptable for filing provided they are legible, of type size identical to that in the Form and on good quality, unglazed, white paper, 8½ x 11½ inches in size.

(4) All copies of the Form filed shall be executed with an original, manual signature at Item 12. If Form TA-W is filed by a corporation, it shall be signed in the name of the corporation by a duly authorized principal officer; if it is filed other than by a corporation, it shall be signed by a duly authorized principal of the organization filing the Form.

(5) Individuals' names, except the executing signature, must be given in full, and all other items must be answered in full.

(6) If the space provided for an answer is insufficient, the complete answer must be prepared on an additional page under a heading that includes "Answer to Item." Each such page shall contain the name and file number of the registrant and shall be attached to the Form. Reference thereto must be made on Form TA-W under the item.

(7) A Form TA-W which is not completed and signed properly must be returned as not acceptable for filing. Acceptance of this Form, however does not mean that the Commission has found that it has been filed as required or that the information submitted therein is true, correct or complete.

(8) Definitions. Unless the context clearly indicates otherwise, all terms used in this Form have the same meanings as in the Securities Exchange Act of 1934 and in the General Rules and Regulations of the Commission thereunder (*17 Code of Federal Regulations 240*), and the term "registrant" means the entity on whose behalf Form TA-W is filed.

(9) Under Sections 17, 17A(c) and 23(a) of the Act and the rules and regulations thereunder, the Securities and Exchange Commission is authorized to solicit from registered transfer agents the information required to be supplied by this Form. Disclosure to the Commission of the information requested in Form TA-W is a prerequisite to the processing of a notice of withdrawal of registration as a transfer agent. The information will be used for the principal purpose of enabling the Commission to determine whether it is necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A of the Act that the withdrawal be denied, postponed or subject to specific terms and conditions. Information supplied on this Form will be included routinely in the public files of the Commission and will be available for inspection by any interested person.

ADDITIONAL INFORMATION SCHEDULE TO FORM TA-W

NOTICE OF WITHDRAWAL FORM REGISTRATION AS TRANSFER AGENT

Transfer Agent File Number: 08-4-0062

Name of Registrant: USX Corporation [Note: Effective on January 1, 2002, USX Corporation, a Delaware corporation, changed its name to Marathon Oil Corporation and the principal place of business changed from 600 Grant Street, Pittsburgh, PA to 5555 San Felipe Road, Houston, TX 77056]

Answer to Item 9

Group I Handled by registered Transfer Agent, National City Bank
effective January 1, 2002

CUSIP NBR	ISSUE TITLE
565849 10 6*	Marathon Oil Corporation Common Stock
565845 AJ 3	Marathon Oil Company Monthly Int Guar note Due 2002
902905 AH 1	9 5/8% Note Due August 15, 2003
902905 AK 4	9 3/8% Debenture Due Feb 15, 2012
902905 AL 2	9 3/8% Debenture Due May 25, 2022
902905 AU 2	6.85% Notes Due March 1, 2008 (Book Entry Only)
902905 AR 9	7.20% Notes Due February 15, 2004 (Book Entry Only)
902905 AM 0	9 1/8% Debenture Due January 15, 2013 (Book Entry Only)
902905 AN 8	8 1/2% Debenture Due March 1, 2023 (Book Entry Only)
902905 AQ 1	8 1/8% Debentures Due July 15, 2023 (Book Entry Only)
902905 AS 7	6.65% Notes Due February 1, 2006 (Book Entry Only)

*previously CUSIP NBR 902905 82 7 titled USX-Marathon Group Common Stock

Group II Handled by registered Transfer Agent, United States Steel Corporation
effective January 1, 2002

CUSIP NBR	ISSUE TITLE
912909 10 8*	United States Steel Corporation Common Stock
912 63P AA 3**	10 3/4% Senior Notes Due August 1, 2008
U9118Q AA 7**	10 3/4% Senior Notes Due August 1, 2008 (Reg S)
91263P 20 4**	10% Senior Quarterly Income Debt Sec due 2031 (SQUIDS)

* Previously CUSIP NBR 90337T 10 1 handled by USX Corporation as FAST Agent

** Previously handled by Bank of New York as FAST Agent

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Answer to Item 10

Records of holder accounts which were active/open as of January 1, 2002 for all issues in Group I above are or will be placed in the custody of:

**National City Bank
Corporate Trust Operations
4100 West 150th Street
Cleveland, Ohio 44135-1385**

Records of holder accounts which were active/open as of January 1, 2002 for all issues in Group II above are in the custody of:

**United States Steel Corporation
600 Grant Street
Pittsburgh, PA 15219-4776**

Answer to Item 11

Records concerning holder accounts closed prior to December 31, 2001 are retained at a secure records storage facility located at 120 Steel Street, Boyers, PA 16020