

IMPERIAL OIL LTD
Form SC 13G
February 07, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

OMB Approval
OMB Number:
3235-0145
Expires: December 31,
2005
Estimated average burden
hours per response . . . 11

Imperial Oil Limited

(Name of Issuer)

Common Shares

(Title of Class of Securities)

453 038 200

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

X Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 453 038 200

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1. Names of Reporting Persons. Exxon Mobil Corporation
 I.R.S. Identification Nos. of above persons (entities only). 13-5409005

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) N/A
 (b) N/A

3. SEC Use Only

4. Citizenship or Place of Organization New Jersey

Number of	5.	Sole Voting Power	263,688,444
Shares Bene-	6.	Shared Voting Power	0
ficially	7.	Sole Dispositive Power	263,688,444
Owned by Each	8.	Shared Dispositive Power	0
Reporting			
Person With:			

9. Aggregate Amount Beneficially Owned by Each Reporting Person 263,688,444

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11. Percent of Class Represented by Amount in Row (9) 69.6%

12. Type of Reporting Person (See Instructions) CO

Item 1.

(a) Name of Issuer	Imperial Oil Limited
(b) Address of Issuer's Principal Executive Offices	111 St. Clair Avenue West Toronto, Ontario, Canada M5W1K3

Item 2.

(a) Name of Person Filing	Exxon Mobil Corporation
(b) Address of Principal Business Office or, if none, Residence	5959 Las Colinas Blvd. Irving, Texas 75039-2298
(c) Citizenship	New Jersey

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(d) Title of Class of Securities Common Shares
(e) CUSIP Number 453 038 200

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is a:

N/A

Item 4. Ownership

(a) Amount beneficially owned:	263,688,444
(b) Percent of class:	69.6%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote	263,688,444
(ii) Shared power to vote or to direct the vote	0
(iii) Sole power to dispose or to direct the disposition of	263,688,444
(iv) Shared power to dispose or to direct the disposition of	0

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 06, 2003

Date

/s/ F. A. Risch

Signature

F. A. Risch, Vice President & Treasurer

Name/Title