

IMPERIAL OIL LTD
Form 8-K
October 26, 2005

**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): October 20, 2005

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

0-12014
(Commission File Number)

98-0017682
(IRS Employer
Identification No.)

237 Fourth Avenue S.W., Calgary, Alberta

T2P 0H6

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (800) 567-3776

111 St. Clair Avenue West, Toronto, Ontario M5W 1K3

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02 Results of Operations and Financial Condition.

On October 20, 2005, Imperial Oil Limited (the Company) by means of a press release disclosed information relating to the Company s financial condition and results of operations for the fiscal quarter ended September 30, 2005. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

99.1 Press release of the Company on October 20, 2005 disclosing information relating to the Company s financial condition and results of operations for the fiscal quarter ended September 30, 2005.

SIGNATURES

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.

IMPERIAL OIL LIMITED

Date: October 20, 2005

By: /s/ *Brian Livingston*

Name: Brian Livingston

Title: Vice-President, General Counsel and
Corporate Secretary

By: /s/ *Brent Latimer*

Name: Brent Latimer

Title: Assistant Secretary