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

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2000

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________to__________

Commission File Number 1-2256

EXXON MOBIL CORPORATION
(Exact name of registrant as specified in its charter)

NEW JERSEY	13-5409005
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

5959 Las Colinas Boulevard, Irving, Texas	75039-2298
(Address of principal executive offices)	(Zip Code)

(972) 444-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No .

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of September 30, 2000
Common stock, without par value	3,476,189,415

EXXON MOBIL CORPORATION

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2000

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF INCOME
(millions of dollars)

<TABLE>
<CAPTION>

	Three Months Ended September 30,		Nine Months Ended September 30,	
REVENUE	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Sales and other operating revenue, including excise taxes	$57,497	$48,415	$165,706	$128,855
Earnings from equity interests and other revenue	1,071	571	2,899	2,090
Total revenue	58,568	48,986	168,605	130,945
COSTS AND OTHER DEDUCTIONS				
Crude oil and product purchases	27,927	21,609	79,231	53,061
Operating expenses	4,049	4,557	12,790	12,527
Selling, general and administrative expenses	3,358	2,753	9,065	9,335
Depreciation and depletion	1,901	1,991	5,968	6,151
Exploration expenses, including dry holes	235	285	611	824
Merger related expenses	372	17	1,104	44
Interest expense	108	157	408	467
Excise taxes	5,319	5,391	16,269	15,491
Other taxes and duties	8,529	8,682	24,235	25,124
Income applicable to minority and preferred interests	73	52	255	68
Total costs and other deductions	51,871	45,494	149,936	123,092

INCOME BEFORE INCOME TAXES	6,697	3,492	18,669	7,853
Income taxes	2,637	1,304	7,584	2,227
INCOME BEFORE EXTRAORDINARY ITEM	4,060	2,188	11,085	5,626
Extraordinary gain from required asset divestitures, net of income Tax	430	0	1,415	0
NET INCOME	$ 4,490	$ 2,188	$ 12,500	$ 5,626
NET INCOME PER COMMON SHARE (DOLLARS)				
Before extraordinary gain	$ 1.17	$ 0.63	$ 3.19	$ 1.62
Extraordinary gain, net of income tax	0.12	0.00	0.40	0.00
Net Income	$ 1.29	$ 0.63	$ 3.59	$ 1.62
NET INCOME PER COMMON SHARE - ASSUMING DILUTION (DOLLARS)				
Before extraordinary gain	$ 1.16	$ 0.62	$ 3.15	$ 1.60
Extraordinary gain, net of income tax	0.12	0.00	0.40	0.00
Net Income	$ 1.28	$ 0.62	$ 3.55	$ 1.60
DIVIDENDS PER COMMON SHARE	$ 0.44	$ 0.42	$ 1.32	$ 1.25

</TABLE>

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
(millions of dollars)

<TABLE>
<CAPTION>

	Sept. 30, 2000	Dec. 31, 1999
ASSETS		
<S>	<C>	<C>
Current assets		
Cash and cash equivalents	$ 6,644	$ 1,688
Other marketable securities	2	73
Notes and accounts receivable - net	21,601	19,155
Inventories		
Crude oil, products and merchandise	7,446	7,370
Materials and supplies	1,094	1,122
Prepaid taxes and expenses	2,662	1,733
Total current assets	39,449	31,141
Property, plant and equipment - net	90,067	94,043
Investments and other assets	18,736	19,337
TOTAL ASSETS	$148,252	$144,521
LIABILITIES		
Current liabilities		
Notes and loans payable	$ 6,713	$ 10,570
Accounts payable and accrued liabilities	27,646	25,492
Income taxes payable	5,416	2,671
Total current liabilities	39,775	38,733
Long-term debt	7,528	8,402
Annuity reserves, deferred credits and other liabilities	32,838	33,920
TOTAL LIABILITIES	80,141	81,055
SHAREHOLDERS' EQUITY		
Benefit plan related balances	(250)	(298)
Common stock, without par value:		
Authorized: 4,500 million shares		
Issued: 4,010 million shares	3,589	3,403
Earnings reinvested	82,959	75,055
Accumulated other nonowner changes in equity		
Cumulative foreign exchange translation adjustment	(5,048)	(2,300)
Minimum pension liability adjustment	(299)	(299)
Unrealized gains on stock investments	48	31
Common stock held in treasury:		
534 million shares at September 30, 2000	(12,888)	
533 million shares at December 31, 1999		(12,126)
TOTAL SHAREHOLDERS' EQUITY	68,111	63,466
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$148,252	$144,521

</TABLE>

The number of shares of common stock issued and outstanding at September 30, 2000 and December 31, 1999 were 3,476,189,415 and 3,477,423,323, respectively.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(millions of dollars)

<TABLE>
(CAPTION)

	Nine Months Ended September 30,	
	2000	1999
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$12,500	$ 5,626
Depreciation and depletion	5,968	6,151
Changes in operational working capital, excluding cash and debt	1,732	(156)
All other items - net	(3,338)	(860)
Net cash provided by operating activities	16,862	10,761
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(5,836)	(8,214)
Sales of subsidiaries, investments, and property, plant and equipment	3,714	598
Other investing activities - net	419	(347)
Net cash provided by/(used in) investing activities	(1,703)	(7,963)
NET CASH GENERATION BEFORE FINANCING ACTIVITIES	15,159	2,798
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to long-term debt	159	555
Reductions in long-term debt	(383)	(352)
Additions/(reductions) in short-term debt - net	(4,093)	1,990
Cash dividends to ExxonMobil shareholders	(4,596)	(4,363)
Cash dividends to minority interests	(178)	(148)
Changes in minority interests and sales/(purchases) of affiliate stock	(119)	(255)
Net ExxonMobil shares sold/(acquired)	(661)	(344)
Net cash used in financing activities	(9,871)	(2,917)
Effects of exchange rate changes on cash	(332)	48
Increase/(decrease) in cash and cash equivalents	4,956	(71)
Cash and cash equivalents at beginning of period	1,688	2,386
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 6,644	$ 2,315
SUPPLEMENTAL DISCLOSURES		
Income taxes paid	$ 4,211	$ 1,929
Cash interest paid	$ 590	$ 614

</TABLE>

EXXON MOBIL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis Of Financial Statement Preparation

These unaudited condensed consolidated financial statements should be read in the context of the consolidated financial statements and notes thereto filed with the Securities and Exchange Commission in the corporation's 1999 Annual Report on Form 10-K. In the opinion of the corporation, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. The corporation's exploration and production activities are accounted for under the "successful efforts" method.

2. Recently Issued Statements of Financial Accounting Standards

In June 1998, the Financial Accounting Standards Board released Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities Information." Several requirements of Statement No. 133 were amended in Statement No. 138 issued in June 2000. The accounting and reporting standards for derivative instruments established in these statements must be adopted by Exxon Mobil Corporation beginning no later than January 1, 2001. These statements require that an entity recognize all derivatives as either assets or liabilities in the financial statements and measure those instruments at fair value. These statements also define the accounting for changes in the fair value of the derivatives based on the intended use of the derivative. Adoption of these statements is not expected to have a material effect upon the corporation's operations or financial condition.

3. Merger of Exxon Corporation and Mobil Corporation

On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation.

As a result of the Merger, the accounts of certain refining, marketing and chemicals operations jointly controlled by the combining companies have been included in the consolidated financial statements. These operations were previously accounted for by Exxon and Mobil as separate companies using the equity method of accounting.

The Merger was accounted for as a pooling of interests. Accordingly, the consolidated financial statements give retroactive effect to the Merger, with all periods presented as if Exxon and Mobil had always been combined.

In the third quarter of 2000, in association with the Merger, $372 million of before tax costs ($230 million after tax) were recorded as merger related expenses. For the nine months ended September 30, 2000 merger related expenses totaled $1,104 million before tax ($705 million after tax).

Charges in the third quarter of 2000 included separation expenses of approximately $145 million related to workforce reductions (for an additional 400 employees). During the quarter, 900 employees actually separated and were paid pursuant to various severance plans.

The severance reserve balance is expected to be expended in 2000, 2001 and 2002. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2000:

Opening Balance	Additions	Deductions	Balance at Period End
	(millions of dollars)		
330	659	564	425

4. Extraordinary Gain on Required Asset Divestitures

Third quarter 2000 results included a net after tax gain of $430 million (including an income tax credit of $41 million), or $0.12 per common share, from asset divestments that were required as a condition of the regulatory approval of the Merger. Third quarter divestments included Exxon's share of Thyssengas GmbH, a gas transmission, distribution and storage company in Germany, and Mobil's share of Colonial Pipeline Company in the U.S.

For the nine months ended September 30, 2000, the net after tax gain from required asset divestitures totaled $1,415 million (net of $583 million of income taxes). The net after tax gain on required divestments was reported as an extraordinary item according to accounting requirements for business combinations accounted for as a pooling of interests.

5. Litigation and Other Contingencies

A number of lawsuits, including class actions, were brought in various courts against the corporation and certain of its subsidiaries relating to the accidental release of crude oil from the tanker Exxon Valdez in 1989. Essentially all of these lawsuits have now been resolved or are subject to appeal.

On September 24, 1996, the United States District Court for the District of Alaska entered a judgment in the amount of $5.058 billion in the Exxon Valdez civil trial that began in May 1994. The District Court awarded approximately $19.6 million in compensatory damages to fisher plaintiffs, $38 million in prejudgment interest on the compensatory damages and $5 billion in punitive damages to a class composed of all persons and entities who asserted claims for punitive damages from the corporation as a result of the Exxon Valdez grounding. The District Court also ordered that these awards shall bear interest from and after entry of the judgment. The District Court stayed execution on the judgment pending appeal based on a $6.75 billion letter of credit posted by the corporation.

The corporation has appealed the judgment. The corporation also appealed the District Court's denial of its renewed motion for a new trial. The United States Court of Appeals for the Ninth Circuit heard oral arguments on the appeals on May 3, 1999. In March 2000, the Ninth Circuit ruled solely on the issue of the corporation's renewed motion for a new trial and upheld the District Court's denial of the motion. In July 2000, the corporation requested the United States Supreme Court review the Court of Appeals' March decision. On October 2, 2000, the Supreme Court let stand without comment the Ninth Circuit decision denying the corporation's renewed motion for a new trial.

The corporation continues to believe that the punitive damages in this case are unwarranted and that the judgment should be set aside or substantially reduced by the appellate courts.

On January 29, 1997, a settlement agreement was concluded resolving all remaining matters between the corporation and various insurers arising from the Valdez accident. Under terms of this settlement, the corporation received $480 million. Final income statement recognition of this settlement continues to be deferred in view of uncertainty regarding the ultimate cost to the corporation of the Valdez accident.

The ultimate cost to the corporation from the lawsuits arising from the Exxon Valdez grounding is not possible to predict and may not be resolved for a number of years.

Under the October 8, 1991, civil agreement and consent decrees with the U.S. and Alaska governments, the corporation has made annual payments since 1991, which in each of the years 2000, 1999, and 1998, were $70 million. These payments were charged against the provision that was previously established to cover the costs of the settlement.

German and Dutch affiliated companies are the concessionaires of a natural gas field subject to a treaty between the governments of Germany and the Netherlands under which the gas reserves in an undefined border or common area are to be shared equally. Entitlement to the reserves is determined by calculating the amount of gas which can be recovered from this area. Based on the final reserve determination, the German affiliate has received more gas than its entitlement. Arbitration proceedings, as provided in the agreements, were conducted to resolve issues concerning the compensation for the overlifted gas.

By final award dated July 2, 1999, preceded by an interim award in 1996, an arbitral tribunal established the full amount of the compensation for the excess gas. This amount has now been paid and a petition to set the award aside has now been dismissed, rendering the award final in all respects. Other substantive matters remain outstanding, including recovery of royalties paid on such excess gas and the taxes payable on the final compensation amount. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The U.S. Tax Court has decided the issue with respect to the pricing of crude oil purchased from Saudi Arabia for the years 1979-1981 in favor of the corporation. This decision is subject to appeal. Certain other issues for the years 1979-1988 remain pending before the Tax Court. The ultimate resolution of these issues is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

Claims for substantial amounts have been made against the corporation and certain of its consolidated subsidiaries in other pending lawsuits, the outcome of which is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The corporation and certain of its consolidated subsidiaries are directly and indirectly contingently liable for amounts similar to those at the prior year-end relating to guarantees for notes, loans and performance under contracts, including guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements.

Additionally, the corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected to be fulfilled with no adverse consequences material to the corporation's operations or financial condition.

The operations and earnings of the corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree by political developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the corporation vary greatly from country to country and are not predictable.

6. Nonowner Changes in Shareholders' Equity

The total nonowner changes in shareholders' equity for the three months ended September 30, 2000 and 1999 were $3,504 million and $2,921 million, respectively. The total nonowner changes in shareholders' equity for the nine months ended September 30, 2000 and 1999 were $9,769 million and $5,244 million, respectively. Total nonowner changes in shareholders' equity include net income and the change in the cumulative foreign exchange translation adjustment, the minimum pension liability adjustment and the unrealized gains on stock investments components of shareholders' equity.

7. Earnings Per Share

<TABLE>
<CAPTION>

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
NET INCOME PER COMMON SHARE				
Income before extraordinary item (millions of dollars)	$4,060	$2,188	$11,085	$5,626
Less: Preferred stock dividends	0	(12)	0	(39)
Income available to common shares	$4,060	$2,176	$11,085	$5,587
Weighted average number of common shares outstanding (million of shares)	3,479	3,452	3,479	3,451
Net income per common share (dollars)				
Before extraordinary item	$ 1.17	$ 0.63	$ 3.19	$ 1.62
Extraordinary gain, net of income tax	0.12	0.00	0.40	0.00
Net income	$ 1.29	$ 0.63	$ 3.59	$ 1.62
NET INCOME PER COMMON SHARE - ASSUMING DILUTION				
Income before extraordinary item (millions of dollars)	$4,060	$2,188	$11,085	$5,626
Adjustment for assumed dilution	2	(1)	(8)	(1)
Income available to common shares	$4,062	$2,187	$11,077	$5,625
Weighted average number of common shares outstanding (millions of shares)	3,479	3,452	3,479	3,451
Plus: Issued on assumed exercise of stock options	42	47	41	44
Plus: Assumed conversion of preferred stock	0	22	0	23
Weighted average number of common shares outstanding	3,521	3,521	3,520	3,518

Net income per common share

- assuming dilution (dollars)				
Before extraordinary item	$ 1.16	$ 0.62	$ 3.15	$ 1.60
Extraordinary gain, net of income tax	0.12	0.00	0.40	0.00
Net income	$ 1.28	$ 0.62	$ 3.55	$ 1.60

</TABLE>

8. Disclosures about Segments and Related Information

<TABLE>
<CAPTION>

<S>	Three Months Ended September 30, 2000 <C>	1999 <C>	Nine Months Ended September 30, 2000 <C>	1999 <C>
	(millions of dollars)			
EARNINGS AFTER INCOME TAX				
(Before extraordinary item)				
Upstream				
United States	$ 1,215	$ 592	$ 3,181	$ 1,102
Non-U.S.	1,885	937	5,438	2,489
Downstream				
United States	392	241	1,168	625
Non-U.S.	501	110	1,092	621
Chemicals				
United States	132	199	551	541
Non-U.S.	132	154	395	421
All Other	(197)	(45)	(740)	(173)
Corporate Total	$ 4,060	$ 2,188	$ 11,085	$ 5,626
SALES AND OTHER OPERATING REVENUE				
Upstream				
United States	$ 1,341	$ 857	$ 3,532	$ 2,180
Non-U.S.	3,405	3,309	10,520	8,740
Downstream				
United States	14,045	11,875	41,162	29,933
Non-U.S.	33,940	28,507	96,728	77,638
Chemicals				
United States	2,081	1,782	6,163	4,708
Non-U.S.	2,423	1,835	6,895	4,984
All Other	262	250	706	672
Corporate Total	$57,497	$48,415	$165,706	$128,855
INTERSEGMENT REVENUE				
Upstream				
United States	$ 2,062	$ 1,127	$ 5,010	$ 2,628
Non-U.S.	4,931	1,969	12,617	5,068
Downstream				
United States	1,818	777	3,790	1,843
Non-U.S.	2,957	1,635	7,066	4,076
Chemicals				
United States	851	461	2,219	1,265
Non-U.S.	554	361	1,458	946
All Other	53	179	120	511

</TABLE>

EXXON MOBIL CORPORATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FUNCTIONAL EARNINGS SUMMARY

<TABLE>
<CAPTION>

<S>	Third Quarter 2000 <C>	1999 <C>	First Nine Months 2000 <C>	1999 <C>
	(millions of dollars)			
Earnings including merger effects and special items				
Exploration and production				
United States	$1,215	$ 592	$ 3,181	$1,102
Non-U.S.	1,885	937	5,438	2,489
Refining and marketing				

United States	392	241	1,168	625
Non-U.S.	501	110	1,092	621
Chemicals				
United States	132	199	551	541
Non-U.S.	132	154	395	421
Other operations	148	108	394	290
Corporate and financing	(115)	(136)	(429)	(419)
Merger expenses	(230)	(17)	(705)	(44)
Gain on required asset divestitures	430	0	1,415	0
NET INCOME	$4,490	$2,188	$12,500	$5,626
Net income per common share	$ 1.29	$ 0.63	$ 3.59	$ 1.62
Net income per common share - assuming dilution	$ 1.28	$ 0.62	$ 3.55	$ 1.60
Merger effects and special items				
Exploration and production				
Non-U.S.	$ 0	$ 0	$ 0	$ 119
Refining and marketing				
Non-U.S.	0	0	0	(120)
Merger expenses	(230)	(17)	(705)	(44)
Gain on required asset divestitures	430	0	1,415	0
TOTAL	$ 200	$ (17)	$ 710	$ (45)
Earnings excluding merger effects and special items				
Exploration and production				
United States	$1,215	$ 592	$ 3,181	$1,102
Non-U.S.	1,885	937	5,438	2,370
Refining and marketing				
United States	392	241	1,168	625
Non-U.S.	501	110	1,092	741
Chemicals				
United States	132	199	551	541
Non-U.S.	132	154	395	421
Other operations	148	108	394	290
Corporate and financing	(115)	(136)	(429)	(419)
TOTAL	$4,290	$2,205	$11,790	$5,671
Earnings per common share	$ 1.23	$ 0.63	$ 3.39	$ 1.63
Earnings per common share - assuming dilution	$ 1.22	$ 0.62	$ 3.35	$ 1.61

</TABLE>

THIRD QUARTER 2000 COMPARED WITH THIRD QUARTER 1999

Exxon Mobil Corporation reported record results for the third consecutive quarter. Excluding merger effects, estimated third quarter 2000 earnings of $4,290 million ($1.22 per share) increased $2,085 million from the third quarter of last year. Including net favorable merger effects of $200 million, estimated net income of $4,490 million ($1.28 per share) increased $2,302 million from the third quarter of last year.

Revenue for the third quarter of 2000 totaled $58,568 million compared with $48,986 million in 1999. Capital and exploration expenditures of $2,646 million in the third quarter of 2000 were up about 10 percent from the second quarter and are expected to increase further in the fourth quarter.

Excluding merger effects, ExxonMobil's third quarter 2000 earnings improved substantially from the same period a year ago, and were a third consecutive quarterly record. These results continue to reflect historically high crude oil and natural gas prices and further improvements in operating efficiency. The combined assets of the new company continue to perform well and financial results for the upstream and downstream businesses significantly exceeded the same period last year. As was the case last quarter, the majority of the improvement in profits came from outside the U.S. and from the upstream business due to higher crude oil and natural gas prices. These prices, which are the raw material costs for the downstream and chemicals businesses, increased at a faster pace than prices in the highly competitive end-user and consumer markets.

Upstream earnings were $3.1 billion and represented a fourth consecutive record quarter. Upstream results benefited from higher crude oil prices, which were up almost $10 per barrel from the third quarter of 1999, reflecting the continuing impact of tight worldwide crude oil markets. Substantially higher natural gas prices, particularly in the U.S., also contributed to improved earnings. Liquids production, excluding the effects of lower entitlements caused by higher crude prices, was 2 percent higher this quarter, mainly reflecting new production from fields in the North Sea and Venezuela and increased production from eastern Canada and Alaska.

Downstream earnings improved from last year's depressed results when business fundamentals were deteriorating due to product oversupply and the inability of product prices to keep pace with rising crude costs. However, these conditions have continued in many markets throughout 2000 and have restrained downstream profitability. The current quarter's results reflected improved worldwide refining margins, improved refining performance and lower operating expenses, partly offset by continued weakness in worldwide marketing margins and adverse foreign exchange effects. While downstream earnings improved versus the depressed levels of last year, they were lower than downstream results achieved in the third quarters of 1997 and 1998.

Chemicals earnings declined, reflecting lower specialty chemical margins due to the combined effect of rising feedstock and energy costs and adverse foreign exchange effects. Earnings from other operations improved on higher copper prices and lower operating expenses.

During the quarter, ExxonMobil continued its active investment program, spending $2,646 million on capital and exploration projects. Capital expenditures are expected to continue to increase in the fourth quarter.

On August 1, ExxonMobil announced its intention to purchase shares of its common stock. During the third quarter the Corporation acquired 11.7 million shares at a gross cost of $989 million to offset the dilution associated with benefit plans and programs and to reduce common stock outstanding.

OTHER COMMENTS ON THIRD QUARTER COMPARISON

Upstream earnings benefited from higher crude oil prices that averaged almost $10 per barrel more than the third quarter of 1999. Worldwide average natural gas realizations were over 45 percent higher than last year, partly driven by much higher U.S. gas prices as a result of growing demand and low industry inventory levels. Lower exploration expenses also benefited upstream results.

Liquids production of 2,486 kbd (thousands of barrels per day) increased from 2,477 kbd in the third quarter of 1999. Excluding the impact of lower entitlement volumes that resulted from higher crude prices, liquids volumes increased 2 percent, reflecting a third full quarter of production from the Balder and Jotun developments in Norway and the Cerro Negro development in Venezuela. These increases more than offset the effects of natural field declines. Third quarter natural gas production of 8,706 mcfd (millions of cubic feet per day) increased slightly from the prior year due to higher production in Europe, eastern Canada and Qatar, partly offset by lower Indonesian volumes.

Earnings from U.S. upstream operations were $1,215 million, an increase of $623 million from the prior year. Upstream earnings outside the U.S. were $1,885 million, an increase of $948 million.

Downstream results improved mainly as a result of stronger worldwide refining margins. Improved refinery performance, including better yields and reduced downtime, and lower operating expenses also benefited earnings. These favorable factors were partly offset by continued weakness in worldwide marketing margins as product prices were not able to keep pace with the rapid run-up in supply costs during the quarter. Adverse foreign exchange effects resulting from the strengthening U.S. dollar also lowered earnings from the prior period. Petroleum product sales were 8,101 kbd compared with 8,879 kbd in the prior year's third quarter. The reduction was mainly due to the required divestiture of Mobil's European fuels joint venture and U.S. marketing and refining assets.

U.S. downstream earnings were $392 million, up $151 million as a result of higher refining margins, improved operating performance and lower operating expenses, partly offset by lower marketing margins. Outside of the U.S., higher refining margins more than offset the effects of lower marketing margins and adverse foreign exchange movements. Non-U.S. downstream earnings of $501 million were $391 million higher than the depressed levels of last year.

Although total downstream earnings improved from last year's depressed levels, the corporation had difficulty in recovering the significantly higher crude oil costs in the market place. Even with these improved results, the U.S. business made about 4 cents per gallon.

Chemicals earnings were $264 million, down $89 million from the same quarter a year ago as higher feedstock and energy costs put significant pressure on margins. Results were also reduced by adverse foreign exchange effects related to the strengthening of the U.S. dollar. Prime product sales volumes of 6,038 kt (thousands of metric tons) were down from the record level of 6,288 kt last year, primarily reflecting planned turnarounds.

Earnings from other operations, including coal, minerals and power, totaled $148 million, compared with $108 million in the third quarter of 1999. Higher copper prices and lower operating expenses more than offset the impact of lower coal prices.

Corporate and financing expenses of $115 million compared with $136 million in the third quarter of 1999. The decrease was driven by a reduction in administrative expenses as a result of combining Exxon and Mobil headquarters operations and lower interest expenses due to lower debt levels. These benefits were partly offset by the effect of higher interest rates and lower tax-related benefits.

During the period, the company's operating segments continued to benefit from reductions in the tax rates of several countries and favorable resolution of tax-related issues.

Third quarter net income included gains on required asset divestments of $430 million, offset by $230 million of merger expenses, including implementation expenses and employee separations.

FIRST NINE MONTHS 2000 COMPARED WITH FIRST NINE MONTHS 1999

Excluding merger effects and special items, earnings of $11,790 million ($3.35 per share) for the first nine months of 2000 increased $6,119 million from the first nine months of last year. Including net favorable merger effects of $710 million in the current year, net income of $12,500 million ($3.55 per share) increased $6,874 million.

Upstream earnings increased due to higher crude oil and natural gas realizations, up about 80 percent and 40 percent, respectively. Liquids production of 2,525 kbd increased from 2,496 kbd in the first nine months of 1999. Excluding the effects of lower entitlements caused by higher crude prices, liquids production was 3 percent higher than last year, mainly reflecting new production from fields in the North Sea and Venezuela and increased production from eastern Canada and Alaska. These increases more than offset the effects of natural field declines. Worldwide natural gas production of 10,016 mcfd was up 228 mcfd reflecting higher production in eastern Canada, Europe and Qatar, partly offset by lower production in Indonesia. Exploration expenses were also lower this year.

Earnings from U.S. upstream operations for the first nine months were $3,181 million, an increase of $2,079 million from 1999. Earnings outside the U.S. were $5,438 million, $3,068 million higher than last year, excluding special items from 1999.

Petroleum product sales of 7,970 kbd compared with 8,898 kbd in the first nine months of 1999. The decrease reflects the effects of the required divestiture of Mobil's European fuels joint venture and U.S. marketing and refining assets and lower supply sales in Asia-Pacific as a result of the low margin environment. Overall, year to date downstream results have been adversely affected by continued difficulty in recovering the significant increases in raw material costs. Earnings from U.S. downstream operations were $1,168 million, up $543 million from 1999, reflecting stronger refining margins, improved operations and lower operating expenses. Excluding special items from 1999, earnings outside the U.S. of $1,092 million were $351 million higher than last year. The effects of lower marketing margins and volumes were more than offset by stronger European and Southeast Asian refining margins.

Chemicals earnings totaled $946 million in the first nine months of 2000 compared with $962 million last year. Prime product sales volumes of 19,153 kt were 3 percent higher than last year. The effects of higher volumes and stronger industry commodity prices were offset by significant margin pressure on specialty products and adverse foreign exchange effects.

Earnings from other operations totaled $394 million, an increase of $104 million from the first nine months of 1999, reflecting higher copper prices and lower operating expenses, partly offset by lower coal prices.

Corporate and financing expenses of $429 million compared with $419 million in the first nine months of 1999. A reduction in administrative expenses as a result of combining Exxon and Mobil headquarters operations and lower interest expense resulting from lower debt levels were offset by the effect of higher interest rates and lower tax-related benefits.

MERGER OF EXXON CORPORATION AND MOBIL CORPORATION

On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation.

As a result of the Merger, the accounts of certain refining, marketing and chemicals operations jointly controlled by the combining companies have been included in the consolidated financial statements. These operations were previously accounted for by Exxon and Mobil as separate companies using the equity method of accounting.

The Merger was accounted for as a pooling of interests. Accordingly, the consolidated financial statements give retroactive effect to the Merger, with all periods presented as if Exxon and Mobil had always been combined.

In the third quarter of 2000, in association with the Merger, $372 million of before tax costs ($230 million after tax) were recorded as merger related expenses. For the nine months ended September 30, 2000 merger related expenses totaled $1,104 million before tax ($705 million after tax). Additional severance and implementation expenses will be recognized during 2000 as the merger implementation program progresses.

Charges in the third quarter of 2000 included separation expenses of approximately $145 million related to workforce reductions (for an additional 400 employees). During the quarter, 900 employees actually separated and were paid pursuant to various severance plans.

The severance reserve balance is expected to be expended in 2000, 2001 and 2002. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2000:

Opening Balance	Additions	Deductions	Balance at Period End
	(millions of dollars)		
330	659	564	425

Merger related expenses are expected to grow to approximately $2.5 billion before tax on a cumulative basis by 2002. Pre-tax operating synergies associated with the Merger, including cost savings and efficiency gains, are expected to reach $4.6 billion per year by 2002. Merger synergy initiatives are on track and the rate of benefit capture is expected to increase.

Certain property -- primarily refining, marketing, pipeline and natural gas distribution assets -- must be divested as a condition of the regulatory approval of the Merger by the U.S. Federal Trade Commission and the European Commission. Third quarter 2000 results included a net after tax gain of $430 million (including an income tax credit of $41 million), or $0.12 per common share, from such divestments. Third quarter divestments included Exxon's share of Thyssengas GmbH, a gas transmission, distribution, and storage company in Germany, and Mobil's share of Colonial Pipeline Company in the U.S.

For the nine months ended September 30, 2000, the net after tax gain from required asset divestitures totaled $1,415 million (net of $583 million of income taxes) and more than offset the cumulative 2000 merger expenses of $705 million after tax. The net after tax gain on required divestments was reported as an extraordinary item according to accounting requirements for business combinations accounted for as a pooling of interests. The remaining required divestments will occur during the fourth quarter of 2000 and are also expected to result in a net gain.

LIQUIDITY AND CAPITAL RESOURCES

Net cash generation before financing activities was $15,159 million in the first nine months of 2000 versus $2,798 million in the same period last year. Operating activities provided net cash of $16,862 million, an increase of $6,101 million from the prior year, influenced by higher net income. Investing activities used net cash of $1,703 million, compared to $7,963 million in the prior year, reflecting lower additions to property, plant, and equipment and the proceeds from the asset divestments that were required as a condition of regulatory approval of the merger.

Net cash used in financing activities was $9,871 million in the first nine months of 2000 versus $2,917 million in the same period last year. The increase was driven by debt reductions in the current year period versus debt increases last year.

Prior to the merger, the corporation purchased shares of its common stock for the treasury. Consistent with pooling accounting requirements, this repurchase program was terminated effective with the close of the ExxonMobil merger on November 30, 1999. On August 1, 2000, the corporation announced its intention to purchase shares of its common stock. During the third quarter of 2000, Exxon Mobil Corporation purchased 11.7 million shares of its common stock for the treasury at a gross cost of $989 million. These purchases were to offset shares issued in conjunction with company benefit plans and programs and to reduce the number of shares outstanding. Shares outstanding were reduced from 3,484 million at the end of the second quarter of 2000 to 3,476 million at the end of the third quarter. Purchases may be made in both the open market and through negotiated transactions, and may be discontinued at any time.

Revenue for the first nine months of 2000 totaled $168,605 million compared to $130,945 million in the first nine months of 1999.

Capital and exploration expenditures were $7,294 million in the first nine months of 2000 compared to $9,850 million last year. The capital and exploration spending program for 2000 is forecast to be between $11 and $12 billion. Spending over the next several years is projected to be in the $13 billion plus range.

Total debt of $14.2 billion at September 30, 2000 decreased $4.7 billion from year-end 1999. The corporation's debt to total capital ratio was 16.6 percent at the end of the third quarter of 2000, compared to 22.0 percent at year-end 1999.

Although the corporation issues long-term debt from time to time and maintains a revolving commercial paper program, internally generated funds cover the majority of its financial requirements.

Litigation and other contingencies are discussed in note 5 to the unaudited condensed consolidated financial statements. There are no events or uncertainties known to management beyond those already included in reported financial information that would indicate a material change in future operating results or future financial condition.

The corporation, as part of its ongoing asset management program, continues to evaluate its mix of assets for potential upgrade. Because of the ongoing nature of this program, dispositions will continue to be made from time to time, within the constraints of pooling of interests accounting, which will result in either gains or losses.

FORWARD-LOOKING STATEMENTS

Statements in this discussion regarding expectations, plans and future events or conditions are forward-looking statements. Actual future results, including synergy benefits from the merger; asset divestment proceeds; financing sources; the resolution of contingencies; the effect of changes in prices, interest rates and other market conditions; and environmental and capital expenditures could differ materially depending on a number of factors. These factors include management's ability to implement merger plans successfully and on schedule; the outcome of commercial negotiations; and other factors discussed above and discussed under the heading "Factors Affecting Future Results" in Item 1 of ExxonMobil's most recent Annual Report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the nine months ended September 30, 2000 does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 1999.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On July 19, 2000, a previously reported matter, involving seven misdemeanor charges based upon allegations of water pollution caused by pipeline leaks in Harris County, Texas, was resolved. Pursuant to a plea bargain agreement, Exxon Pipeline Company entered a nolo contendere plea in Harris County Criminal Court at Law #15 and was assessed a total penalty of $106,346 (including court costs). Additionally, the company agreed to make a voluntary contribution of $70,000 to the Harris County Supplemental Environmental Projects Fund. The State had originally sought total penalties of $700,000. As part of the agreement, the Harris County Pollution Control Division agreed not to bring civil litigation through the Harris County Attorney's office for the same alleged violations.

On August 10, 2000, the Texas Natural Resource Conservation Commission commenced a proceeding captioned "In the Matter of an Enforcement Action Concerning Exxon Mobil Corporation, Air Account No. JE-0067-I." The action alleges that the corporation failed to timely install NOx RACT and meet other related requirements at the Mobil Oil Corporation Beaumont, Texas refinery in violation of the Texas Health and Safety Code and various Commission rules. The proceeding seeks an administrative penalty of $234,900. Discussions with the Commission are ongoing.

On August 17, 2000, a previously reported matter, involving a demand letter from the California South Coast Air Quality Management District alleging that Mobil Oil Corporation's Torrance Refinery had underpaid air emissions fees, was settled by payment of the allegedly underpaid fees. The District had initially proposed penalties of approximately $1.4 million. The settlement disposes of the matter without assessing any penalties.

On August 29, 2000, the Environmental Protection Agency issued a Notice and Findings of Violation alleging miscellaneous breaches of federal environmental rules and regulations identified during an October 1999 multimedia audit of Mobil Oil Corporation's Joliet Refinery. Although the EPA has not yet made a penalty demand, it is possible the EPA could seek penalties in excess of the $100,000 reporting threshold.

On September 28, 2000, a Complaint and Consent Order relating to a previously reported matter was lodged with the U.S. District Court, Central District of California. In July, 1999, Mobil Oil Corporation agreed in principle with the U.S. Department of Justice (the "DOJ") and the U.S. Environmental Protection Agency (the "EPA") to settle previously reported allegations that the operations of Mobil Oil Corporation's Torrance, California refinery had violated provisions of the Clean Air Act, the Clean Water Act, the Emergency Planning and Community Right to Know Act and the Comprehensive Environmental Response,

Compensation and Liability Act. The DOJ and the EPA had originally sought a penalty of $2.5 million. Mobil Oil Corporation agreed to pay a civil penalty of $500,000 and to spend an additional $1 million on various supplemental environmental projects. Entry of the Order is expected in December 2000.

On October 11, 2000, Mobil Oil Corporation was served in a civil action by the Santa Barbara District Attorney. The suit, which follows the issuance of Notices of Violation by the Santa Barbara Air Pollution Control District, alleges that certain Mobil Oil Corporation service stations violated California air quality requirements relating to Stage II vapor recovery systems and seeks penalties in excess of $1 million.

Refer to the relevant portions of Note 5 on pages 7 through 9 of this Quarterly Report on Form 10-Q for further information on legal proceedings.

Item 2. Changes in Securities

In accordance with the registrant's 1997 Nonemployee Director Restricted Stock Plan, as amended, each incumbent nonemployee director on September 27, 2000 who was not formerly a nonemployee director of Mobil Corporation (9 persons) was granted 4,000 shares of restricted stock October 1, 2000. Additionally, each incumbent nonemployee director on September 27, 2000 (13 persons) was granted 150 shares of restricted stock on October 1, 2000 pursuant to the Plan. These grants are exempt from registration under bonus stock interpretations such as the "no-action" letter to Pacific Telesis Group (June 30,1992).

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

Exhibit 10(iii)(f) - 1997 Nonemployee Director Restricted Stock Plan, as amended.

Exhibit 27 - Financial Data Schedule (included only in the electronic filing of this document).

b) Reports on Form 8-K

The registrant has not filed any reports on Form 8-K during the quarter.

EXXON MOBIL CORPORATION

SIGNATURE

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, thereunto duly authorized.

EXXON MOBIL CORPORATION

Date: November 13, 2000 /s/ DONALD D. HUMPHREYS

____

Donald D. Humphreys, Vice President, Controller
and Principal Accounting Officer

EXXON MOBIL CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED SEPTEMBER 30, 2000

INDEX TO EXHIBITS

10(iii)(f). 1997 Nonemployee Director Restricted Stock Plan, as amended.

27. Financial Data Schedule (included only in the electronic filing of this document).

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM EXXONMOBIL'S CONDENSED CONSOLIDATED BALANCE SHEET AT 9/30/00 AND EXXONMOBIL'S CONDENSED CONSOLIDATED STATEMENT OF INCOME FOR THE NINE MONTHS ENDED 9/30/00, THAT ARE CONTAINED IN EXXONMOBIL'S FORM 10-Q FOR THE QUARTERLY PERIOD ENDED 9/30/00. THE SCHEDULE IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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Exhibit 10(iii)(f)

EXXON MOBIL CORPORATION
1997 NONEMPLOYEE DIRECTOR RESTRICTED STOCK PLAN
(as amended and restated effective October 1, 2000)

I. Purpose. The purpose of the 1997 Nonemployee Director Restricted Stock Plan is to provide ownership of the Corporation's common stock to nonemployee members of the Board in order to improve the Corporation's ability to attract and retain highly qualified individuals to serve as directors of the Corporation; to provide competitive remuneration for Board service; to enhance the breadth of nonemployee director remuneration; and to strengthen the commonality of interest between directors and shareholders.

II. Effective Date. The Plan was originally adopted by the Board on January 29, 1997. The amendment and restatement of the Plan adopted by the Board on September 27, 2000, shall become effective October 1, 2000.

III. Definitions. In this Plan, the following definitions apply:

(1) "Award" means a restricted stock award granted under this Plan.

(2) "Board" means the Board of Directors of the Corporation.

(3) "Common stock" means Corporation common stock without par value.

(4) "Corporation" means Exxon Mobil Corporation, a New Jersey corporation.

(5) "Disability" means a medically determinable physical or mental impairment which renders a participant substantially unable to function as a director of the Corporation.

(6) "Nonemployee director" means any member of the Corporation's Board who is not also an employee of the Corporation or of any affiliate of the Corporation.

(7) "Participant" means each nonemployee director to whom a restricted stock award is granted under the Plan.

(8) "Plan" means this Exxon Mobil Corporation 1997 Nonemployee Director Restricted Stock Plan.

(9) "Restricted period" means the period of time from the date of grant of an award until the restrictions lapse.

(10) "Restricted stock" means any share of common stock granted under the Plan while subject to restrictions.

(11) "Share" means a share of common stock of the Corporation issued and reacquired by the Corporation or previously authorized but unissued.

IV. Administration. The Board shall administer the Plan. The Chairman of the Board shall have responsibility to conclusively interpret the provisions of the Plan and decide all questions of fact arising in its application. Determinations made with respect to any individual participant shall be made without participation by that director.

This Plan and all action taken under it shall be governed, as to construction and administration, by the law of the State of New York.

During the restricted period shares of common stock granted under the Plan are not subject in whole or in part to attachment, execution, or levy of any kind.

V. Eligibility and Awards.

Each person who becomes a nonemployee director for the first time after October 1, 2000 shall be granted an award of four thousand (4,000) shares of restricted stock, effective as of the date such person becomes a nonemployee director.

Each incumbent nonemployee director on September 27, 2000, who was not formerly a nonemployee director of Mobil Corporation, shall be granted an award of four thousand (4,000) shares of restricted stock, effective as of October 1, 2000.

Commencing with the year 2001, each incumbent nonemployee director shall be granted an award of twelve hundred (1,200) shares of restricted stock, effective as of the beginning of each year.

Each incumbent nonemployee director on September 27, 2000, shall be granted an award of one hundred fifty (150) shares of restricted stock, effective as of October 1, 2000.

Each award shall be evidenced by a written instrument or agreement executed by or on behalf of the Corporation and the participant.

VI. Restricted Period. The restricted period shall commence on the date an award is granted and shall expire upon the earlier to occur of the participant's termination of service on the Board

after reaching the age, as determined by the Board, at which the participant is no longer eligible to stand for election, or

by reason of disability or death.

Upon recommendation of the Chairman, the Board shall have the right in its sole and absolute discretion to bring the restricted period to an earlier expiration with respect to some or all of the restricted stock of any individual participant.

VII. Terms and Conditions of Restricted Stock. A stock certificate representing the number of shares of restricted stock granted shall be registered in the participant's name but shall be held in custody by the Corporation or its agent for the participant's account. Each restricted stock certificate shall bear a legend giving notice of the restrictions. Alternatively, in the sole discretion of the Corporation, shares of restricted stock may be held in book-entry form by the Corporation or its agent for the participant's account, with appropriate notation of the restrictions made in the custodian's records. Each participant must also endorse in blank and return to the Corporation a stock power for the shares of restricted stock.

During the restricted period the participant shall not be entitled to delivery of certificates for the restricted stock and cannot sell, transfer, assign, pledge, or otherwise encumber or dispose of the restricted stock. Otherwise during the restricted period the participant shall have all rights and privileges of a shareholder with respect to the restricted stock, including the rights to vote the shares and to receive dividends paid (other than in stock). If the participant has remained a member of the Board for the entire restricted period, restrictions shall lapse at the end of the restricted period. If the participant ceases to be a member of the Board prior to the expiration of the restricted period, all of the shares of restricted stock shall be forfeited and all right, title, and interest of the participant to such shares shall terminate without further obligation on the part of the Corporation.

At the expiration of the restricted period, one or more stock certificates free of all restrictions for the number of shares of restricted stock registered in the name of a participant shall be delivered to that participant or that participant's estate.

VIII. Regulatory Compliance and Listing. The issuance or delivery of any shares of restricted stock may be postponed by the Corporation for such period as may be required to comply with any applicable requirements under the federal securities laws, any applicable listing requirements of any national securities exchange, or any requirements under any other law or regulation applicable to the issuance or delivery of such shares. The Corporation shall not be obligated to issue or deliver any such shares if the issuance or delivery thereof shall constitute a violation of any provision of any law or of any regulation of any governmental authority or any national securities exchange.

IX. Adjustments. Whenever a stock split, stock dividend, or other relevant change in capitalization occurs:

the number of shares specified to be granted under this Plan upon first entitlement and annually thereafter shall be appropriately adjusted, and

any new, additional, or different shares or securities issued with respect to restricted stock previously awarded under the Plan will be delivered to and held by the Corporation or its agent for the participant's account and will be deemed included within the term restricted stock.

X. Amendment of the Plan. Upon recommendation of the Chairman, the Board can from time to time amend this Plan or any provision thereof prospectively or retroactively, or can cease making further awards hereunder.