FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response......0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Tickler or Trading Symbol							6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	Director										10% Ov	vner				
							X	Officer (give title below)	Other (speci below)			specify	ecify			
Koonce		Exxon M	lobil Co	orpoi	ration - XOM											
									Vice President							
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity				4. Statement for Month/Day/Year									
			(voluntary)		,		March 24,	2003	7. Indiv	7. Individual or Joint/Group Filing (Check Applicable Line)						
5959 La					5. If Amendment, Date of Original (Month/Day/Year)			Form filed by	rm filed by One Reporting Person							
	(Street)						Organia (Monta/Day/Tear)			Form filed by More than One Reporting Person						
Irving	TX	75039-2298														
(City)	(State)	(Zip)	Table 1 1/4 Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)		2. Transaction Date (Month/	2A. Deemed Execution Date, if	3. Trans- action Code (Instr.8))	4. Securities Acquir or Disposed of (I (Instr. 3, 4 and 5))		5. Amount of Securities Beneficially Owned Following				6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Beneficial Owner- ship		
			Day/ Year)	(Month/ Day/ Year)	Colo	v	(A) or (D)			n.'	Reported Transaction(s)		Indirect (I)			
			03/24/2003 S			Amount 10,000	(D) D	\$35.51	Price	(Instr. 3 and 4) 265,900 (1)) (I)	(Instr. 4)	(Instr. 4)		
Common Stock			1													
Common Stock												41,59)1 	I	By Savings Plan	
		for analy along of convertion	<u> </u>						<u> </u>		<u> </u>					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

FORM 4 (continued)	Table II ¼ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.	9. Number of deriv- ative Secur- ities Bene-	10. Owner- ship Form of Deri- vative Security:	11. Nature of Indirect Beneficial Owner- ship
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	5)	ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Employee Stock Option (Right to Buy)	\$15.89063							11/24/1994	11/24/2003	Common Stock		\$15.89063	97,708	D	
Employee Stock Option (Right to Buy)	\$15.12500							11/30/1995	11/30/2004	Common Stock		\$15.12500	120,000	D	
Employee Stock Option (Right to Buy)	\$19.73438							11/29/1996	11/29/2005	Common Stock		\$19.73438	140,000	D	
Employee Stock Option (Right to Buy)	\$23.53125							11/27/1997	11/27/2006	Common Stock		\$23.53125	148,000	D	
Employee Stock Option (Right to Buy)	\$30.70313							11/26/1998	11/26/2007	Common Stock		\$30.70313	140,000	D	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Employee Stock Option (Right to Buy)	\$36.18750				11/25/1999	11/25/2008	Common Stock	\$36.1875	140,000	D	
Employee Stock Option (Right to Buy)	\$41.78125				12/08/2000	12/08/2009	Common Stock	\$41.78125	140,000	D	
Employee Stock Option (Right to Buy)	\$45.21875				11/29/2001	11/29/2010	Common Stock	\$45.21875	180,000	D	
Employee Stock Option (Right to Buy)	\$37.12000				11/28/2002	11/28/2011	Common Stock	\$37.12000	220,000	D	

Explanation of Responses:

(1) Includes 108,498 shares jointly owned with reporting person's spouse.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/s/ K. T. Koonce 03/25/2003

**Signature of Reporting Person Date

K. T Koonce

Page 2