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

	es)														
1. Name and Address	2. Issuer Na	me and Tickle	r or Trading	Symbol			6. Relat	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
									X	Director		10%	Owner		
	Exxon Mobil Corporation - XOM							Officer (give title below) Other (specify below)							
Kaplan															
(Last)	(First)	(Middle)		ntification Nur Person, if an e		4.	Statement for Month/	Day/Year							
Skadden, Arps	(voluntary		lilly		March 31, 2003			7. Individual or Joint/Group Filing (Check Applicable Line)							
Four Times					5. If Amendment, Date of Original (Month/Day/Year)			X Form filed by One Reporting Person							
	(Street)									Form filed by More than One Reporting Person					
New York,	NY	10036-6522													
(City)	(State)	(Zip)				Tab	le I ¾ Non-Derivativ	e Securities	Acquired,	Disposed of, or	Beneficially Own	ned			
1. Title of Security (Instr. 3)		a E (M D	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following		6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Beneficia Owner-	
								(A) or			Reported Transaction(s)		Indirect (I)		
					Code	V	Amount	(D)		Price	(Instr. 3 and 4	·	(Instr. 4)	(Instr. 4)	
Common Stock												16,70	00 D		
Common Stock												25,72	22 I	By Trust	

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

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

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FORM 4 (continued)	Table II ¾ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity	9. Number of deriv- ative Secur- ities Bene-	10. Owner- ship Form of Deri- vative Security:	11. Nature of Indirect Benefi- cial Owner-
				Code	v	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	5) Owned Follow ing Report Trans- action	ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	ship (Instr. 4)
Notional Stock Units with Dividend Equivalents (1)	1 for 1							(1)	(1)	Common Stock			21,666.1839	D	
Notional Stock Units with Dividend Equivalents (2)	1 for 1	03/31/2003		A		737.956		(2)	(2)	Common Stock	737.956	\$35.910	5,084.1120	D	

Explanation of Responses:

(1) To be settled in cash in annual installments that commenced in 2000.
(2) To be settled in cash in annual installments following retirement.
This form signed pursuant to the terms of the Power of Attorney executed on 08/26/2002 and filed with the SEC on 09/09/2002. /s/ C. E. Whittemore

** 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.

**Attorney-in-Fact C. E. Whittemore 04/01/2003

Date

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