

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

**Form S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Exxon Mobil Corporation**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction  
of incorporation or organization)

**13-5409005**  
(I.R.S. Employer Identification No.)

**5959 Las Colinas Boulevard**  
**Irving, Texas**

(Address of principal executive offices)

**75039-2298**  
(Zip Code)

**2003 Incentive Program of Exxon Mobil Corporation**  
(Full title of the Plan)

**Charles W. Matthews**  
**Vice President and General Counsel**  
**Exxon Mobil Corporation**  
**5959 Las Colinas Boulevard**  
**Irving, Texas 75039-2298**  
**(972) 444-1000**

(Name, address and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price*	Amount of Registration Fee
Common Stock, no par value	50,000,000	\$35.65	\$1,782,500,000	\$144,204.25

\*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) based on the average of the high and low prices reported in the consolidated reporting system on November 10, 2003

### **Purpose of Registration Statement**

This Registration Statement on Form S-8 of Exxon Mobil Corporation (the "Registrant") relates to shares of common stock of the Registrant available for issuance under the Registrant's 2003 Incentive Program (the "Program"). There are also registered hereunder such additional indeterminate shares of the Registrant's common stock as may be required as a result of a stock split, stock dividend, or similar transaction in accordance with the anti-dilution provisions of the Program.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents that have been filed by Exxon Mobil Corporation (the "Registrant" or "ExxonMobil") with the Securities and Exchange Commission are incorporated by reference herein:

- (1) Annual Report on Form 10-K for the year ended December 31, 2002;
- (2) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, June 30, 2003, and September 30, 2003;
- (3) Current reports on Form 8-K filed on January 3, 2003, and August 26, 2003;
- (4) The description of the Registrant's capital stock contained in the Registrant's Registration Statement on Form S-4 (File No. 333-75659), and any document filed which updates that description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

ExxonMobil has no provisions for indemnification of directors or officers in its certificate of incorporation. Article X of the By-laws of the Registrant provides that it shall indemnify to the full extent permitted by law any director or officer made or threatened to be made a party to any legal action by reason of the fact that such person is or was a director, officer, employee or other corporation agent of ExxonMobil or any subsidiary or served any other enterprise at the request of ExxonMobil against expenses, judgments, fines, penalties, excise taxes and amounts paid in settlement. The New Jersey Business Corporation Act provides for the indemnification of directors and officers under certain conditions.

ExxonMobil has purchased directors and officers liability insurance coverage from Ancon Insurance Company, Inc., a wholly-owned subsidiary of ExxonMobil.

Under the terms of the Agreement and Plan of Merger dated as of December 1, 1998, among ExxonMobil (formerly named Exxon Corporation), Mobil Corporation ("Mobil") and Lion Acquisition Subsidiary Corporation, ExxonMobil has agreed that for seven years after November 30, 1999, the closing date of the merger, ExxonMobil will indemnify and hold harmless each person who was a director or officer of Mobil at or prior to the date of the merger agreement from their acts or omissions in those capacities occurring prior to the closing to the extent provided under Mobil's charter and by-laws as in effect on December 1, 1998.

Item 8. Exhibits.

See Index to Exhibits, which is incorporated herein by reference.

Item 9. Undertakings.

(a) The registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bonafide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and each filing of the plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

**The Registrant.**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas on the 14th day of November, 2003.

EXXON MOBIL CORPORATION

By: /s/ Lee R. Raymond  
Lee R. Raymond  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated.

/s/ Lee R. Raymond (Lee R. Raymond)	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 14, 2003
* (Michael J. Boskin)	Director	November 14, 2003
* (Donald V. Fites)	Director	November 14, 2003
* (James R. Houghton)	Director	November 14, 2003
* (William R. Howell)	Director	November 14, 2003
* (Helene L. Kaplan)	Director	November 14, 2003

\*  
(Reatha Clark King)

Director

November 14, 2003

\*  
(Philip E. Lippincott)

Director

November 14, 2003

\*  
(Harry J. Longwell)

Director

November 14, 2003

\*  
(Henry A. McKinnell, Jr.)

Director

November 14, 2003

\*  
(Marilyn Carlson Nelson)

Director

November 14, 2003

\*  
(Walter V. Shipley)

Director

November 14, 2003

\*  
(Donald D. Humphreys)

Controller  
(Principal Accounting Officer)

November 14, 2003

\*  
(Frank A. Risch)

Treasurer  
(Principal Financial Officer)

November 14, 2003

By: /s/ Richard E. Gutman  
(Richard E. Gutman)  
Attorney-in-Fact

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
10	2003 Incentive Program (incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement dated April 17, 2003).
23	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
24	Power of Attorney.

**CONSENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for Exxon Mobil Corporation's 2003 Incentive Program of our report dated February 26, 2003, relating to the consolidated financial statements, which appears on page 38 of Exxon Mobil Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.

PRICEWATERHOUSECOOPERS LLP

Dallas, Texas

November 14, 2003



## EXXON MOBIL CORPORATION

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Brian A. Maher, Richard E. Gutman and Robert E. Harayda, and each of them, with full power to act without the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her own name, place and stead, in any and all capacities to sign a Registration Statement on Form S-8 relating to the issuance of the registrant's common stock under its 2003 Incentive Program and any and all amendments (including post-effective amendments and other amendments thereto) to such Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing as he or she could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Lee R. Raymond Lee R. Raymond	Chairman of the Board	November 1, 2003
/s/ Michael J. Boskin Michael J. Boskin	Director	November 1, 2003
/s/ Donald V. Fites Donald V. Fites	Director	November 1, 2003
/s/ James R. Houghton James R. Houghton	Director	November 1, 2003
/s/ William R. Howell William R. Howell	Director	November 1, 2003
/s/ Helene L. Kaplan Helene L. Kaplan	Director	November 1, 2003
/s/ Reatha Clark King Reatha Clark King	Director	November 1, 2003

<b>Signature</b>	<b>Title</b>	<b>Date</b>
s/ Harry J. Longwell Harry J. Longwell	Director	November 1, 2003
/s/ Henry A. McKinnell, Jr. Henry A. McKinnell, Jr.	Director	November 1, 2003
/s/ Marilyn Carlson Nelson Marilyn Carlson Nelson	Director	November 1, 2003
/s/ Walter V. Shipley Walter V. Shipley	Director	November 1, 2003
/s/ Frank A. Risch Frank A. Risch	Treasurer (Principal Financial Officer)	November 1, 2003
/s/ Donald D. Humphreys Donald D. Humphreys	Controller (Principal Accounting Officer)	November 1, 2003