

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) January 3, 2005

Exxon Mobil Corporation
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

1-2256
(Commission
File Number)

13-5409005
(IRS Employer
Identification No.)

5959 LAS COLINAS BOULEVARD, IRVING, TEXAS 75039-2298
(Address of principal executive offices) (Zip Code)

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

(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:

- 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 1.01 Entry into a Material Definitive Agreement

Effective January 3, 2005, pursuant to a standing resolution previously adopted by the Board of Directors of Exxon Mobil Corporation ("ExxonMobil" or the "Corporation"), each incumbent non-employee director of the Corporation was automatically granted 4,000 shares of restricted stock under the Corporation's 2004 Non-Employee Director Restricted Stock Plan (the "Plan"). The terms and conditions of these grants are substantially as provided by the default provisions of the Plan. While on the Board, the non-employee director receives the same cash dividends on restricted shares as other holders of regular common stock, but is not allowed to sell the shares. The restricted shares can be forfeited if the director leaves the Board early.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- 99.1 2004 Non-Employee Director Restricted Stock Plan (incorporated by reference to Appendix B to the Proxy Statement of Exxon Mobil Corporation dated April 14, 2004).
- 99.2 2004 Non-Employee Director Restricted Stock Plan standing grant resolution adopted July 28, 2004 (incorporated by reference to Exhibit 10(iii)(c.2) to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004).
- 99.3 Form of letter to incumbent non-employee directors notifying them of restricted stock grants made effective January 3, 2005.

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 hereunto duly authorized.

EXXON MOBIL CORPORATION

Date: January 4, 2005

By: /s/ Patrick T. Mulva

Name: Patrick T. Mulva
Title: Vice President, Controller and
Principal Accounting Officer

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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99.2	2004 Non-Employee Director Restricted Stock Plan standing grant resolution adopted July 28, 2004 (incorporated by reference to Exhibit 10(iii)(c.2) to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004).
99.3	Form of letter to incumbent non-employee directors notifying them of restricted stock grants made effective January 3, 2005.

Exhibit 99.3

Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Henry H. Hubble
Vice President, Investor Relations
and Secretary

ExxonMobil

January 4, 2005

[Name of Non-employee Director]

I am pleased to inform you that on January 3, 2005, you were granted 4,000 shares of restricted stock under Exxon Mobil Corporation's 2004 Non-Employee Director Restricted Stock Plan (the "Plan"). This letter summarizes key terms of your award and is qualified by reference to the Plan. You should refer to the text of the Plan for a detailed description of the terms and conditions of your award. Copies of the Plan have been previously distributed to you and are also available on request to me at any time.

The restricted stock has been registered in your name and will be held in book-entry form by the Corporation's agent during the restricted period. As the owner of record, you have the right to vote the shares and receive cash dividends. However, during the restricted period the shares may not be sold, assigned, transferred, pledged, or otherwise disposed of or encumbered, and your restricted stock account will be subject to stop transfer instructions.

The restricted period for this award began at the time of grant. The restricted period will expire when you leave the Board after reaching mandatory retirement age (currently, age 72) or by reason of death. If you leave the Board before reaching mandatory retirement age, your restricted stock will be forfeited unless the Board determines to lift the restrictions at that time.

If and when the restricted period expires, shares will be delivered to or for your account free of restrictions.

You are entitled to designate a beneficiary for your restricted stock account. Please contact Jerry Miller at (972) 444-4004 for the necessary form should you wish to do so.

By accepting this award you agree to all its terms and conditions, including the restrictions on transfer and events of forfeiture.

Additional information concerning your award, including information on the tax consequences of your award and certain additional information required by the Securities Act of 1933, is also enclosed with this letter.

Any questions that you may have concerning the Plan or this award should be addressed to me.

Sincerely,

(H. H. Hubble)