

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

FORM 10-Q

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

For the quarterly period ended March 31, 2009

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
(State or other jurisdiction of
incorporation or organization)

13-5409005
(I.R.S. Employer
Identification Number)

5959 Las Colinas Boulevard, Irving, Texas
(Address of principal executive offices)

75039-2298
(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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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

Class
Common stock, without par value

Outstanding as of March 31, 2009
4,879,710,154

EXXON MOBIL CORPORATION
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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

	Three Months Ended March 31,	
	<u>2009</u>	<u>2008</u>
REVENUES AND OTHER INCOME		
Sales and other operating revenue (1)	\$ 62,128	\$ 113,223
Income from equity affiliates	1,470	2,809
Other income	430	822
Total revenues and other income	64,028	116,854
COSTS AND OTHER DEDUCTIONS		
Crude oil and product purchases	27,794	60,971
Production and manufacturing expenses	7,979	8,893
Selling, general and administrative expenses	3,448	3,802
Depreciation and depletion	2,793	3,104
Exploration expenses, including dry holes	351	342
Interest expense	107	130
Sales-based taxes (1)	5,906	8,432
Other taxes and duties	7,800	10,706
Total costs and other deductions	56,178	96,380
INCOME BEFORE INCOME TAXES	7,850	20,474
Income taxes	3,148	9,302
NET INCOME INCLUDING NONCONTROLLING INTERESTS	4,702	11,172
Net income attributable to noncontrolling interests	152	282
NET INCOME ATTRIBUTABLE TO EXXONMOBIL	\$ 4,550	\$ 10,890
EARNINGS PER COMMON SHARE (dollars)	\$ 0.92	\$ 2.03
EARNINGS PER COMMON SHARE		
- ASSUMING DILUTION (dollars)	\$ 0.92	\$ 2.02
DIVIDENDS PER COMMON SHARE (dollars)	\$ 0.40	\$ 0.35
(1) Sales-based taxes included in sales and other operating revenue	\$ 5,906	\$ 8,432

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

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

	March 31, 2009	Dec. 31, 2008
ASSETS		
Current assets		
Cash and cash equivalents	\$ 24,972	\$ 31,437
Marketable securities	168	570
Notes and accounts receivable - net	22,942	24,702
Inventories		
Crude oil, products and merchandise	10,296	9,331
Materials and supplies	2,421	2,315
Other current assets	4,019	3,911
Total current assets	64,818	72,266
Investments, advances and long-term assets	29,105	28,556
Property, plant and equipment - net	122,224	121,346
Other assets, including intangibles, net	6,344	5,884
TOTAL ASSETS	\$ 222,491	\$ 228,052
LIABILITIES		
Current liabilities		
Notes and loans payable	\$ 2,163	\$ 2,400
Accounts payable and accrued liabilities	38,468	36,643
Income taxes payable	8,874	10,057
Total current liabilities	49,505	49,100
Long-term debt	7,041	7,025
Postretirement benefits reserves	20,451	20,729
Deferred income tax liabilities	20,063	19,726
Other long-term liabilities	14,053	13,949
TOTAL LIABILITIES	111,113	110,529
Commitments and contingencies (note 3)		
EQUITY		
Common stock, without par value:		
Authorized: 9,000 million shares		
Issued: 8,019 million shares	5,066	5,314
Earnings reinvested	268,249	265,680
Accumulated other comprehensive income		
Cumulative foreign exchange translation adjustment	(93)	1,146
Postretirement benefits reserves adjustment	(10,807)	(11,077)
Common stock held in treasury:		
3,139 million shares at March 31, 2009	(155,412)	
3,043 million shares at December 31, 2008		(148,098)
ExxonMobil share of equity	107,003	112,965
Noncontrolling interests	4,375	4,558
TOTAL EQUITY	111,378	117,523
TOTAL LIABILITIES AND EQUITY	\$ 222,491	\$ 228,052

The number of shares of common stock issued and outstanding at March 31, 2009 and December 31, 2008 were 4,879,710,154 and 4,976,055,639, respectively.

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

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

	Three Months Ended	
	March 31,	
	<u>2009</u>	<u>2008</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income including noncontrolling interests	\$ 4,702	\$ 11,172
Depreciation and depletion	2,793	3,104
Changes in operational working capital, excluding cash and debt	1,132	7,803
All other items - net	283	(659)
Net cash provided by operating activities	8,910	21,420
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(4,673)	(3,979)
Sales of subsidiaries, investments, and property, plant and equipment	141	413
Other investing activities - net	(208)	(734)
Net cash used in investing activities	(4,740)	(4,300)
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to long-term debt	22	35
Reductions in long-term debt	(11)	(46)
Additions/(reductions) in short-term debt - net	(203)	190
Cash dividends to ExxonMobil shareholders	(1,981)	(1,879)
Cash dividends to noncontrolling interests	(90)	(105)
Changes in noncontrolling interests	(111)	(214)
Common stock acquired	(7,852)	(9,465)
Common stock sold	121	131
Net cash used in financing activities	(10,105)	(11,353)
Effects of exchange rate changes on cash	(530)	1,165
Increase/(decrease) in cash and cash equivalents	(6,465)	6,932
Cash and cash equivalents at beginning of period	31,437	33,981
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$ 24,972</u>	<u>\$ 40,913</u>
SUPPLEMENTAL DISCLOSURES		
Income taxes paid	\$ 3,817	\$ 4,849
Cash interest paid	\$ 101	\$ 184

*The information in the Notes to Condensed Consolidated Financial Statements
is an integral part of these statements.*

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 2008 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. Accounting Changes

Effective January 1, 2009, ExxonMobil adopted the Financial Accounting Standards Board's (FASB) Statement No. 157 (FAS 157), "Fair Value Measurements" for nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis. FAS 157 defines fair value, establishes a framework for measuring fair value when an entity is required to use a fair value measure for recognition or disclosure purposes and expands the disclosures about fair value measures. The adoption did not have a material impact on the Corporation's financial statements. The Corporation previously adopted FAS 157 for financial assets and liabilities that are measured at fair value and for nonfinancial assets and liabilities that are measured at fair value on a recurring basis.

Effective January 1, 2009, ExxonMobil adopted Financial Accounting Standards Board's (FASB) Statement No. 160 (FAS 160), "Noncontrolling Interests in Consolidated Financial Statements – an Amendment of ARB No. 51." FAS 160 changed the accounting and reporting for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. FAS 160 required retrospective adoption of the presentation and disclosure requirements for existing minority interests. All other requirements of FAS 160 will be applied prospectively. The adoption of FAS 160 did not have a material impact on the Corporation's financial statements.

Effective January 1, 2009, ExxonMobil adopted the Financial Accounting Standards Board's Staff Position (FSP) on the Emerging Issues Task Force (EITF) Issue No. 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities." The FSP required that all unvested share-based payment awards that contain nonforfeitable rights to dividends should be included in the basic Earnings Per Share (EPS) calculation. Prior-year EPS numbers have been adjusted retrospectively on a consistent basis with 2009 reporting. This standard did not affect the consolidated financial position or results of operations.

3. Litigation and Other Contingencies

Litigation

A variety of claims have been made against ExxonMobil and certain of its consolidated subsidiaries in a number of pending lawsuits. Management has regular litigation reviews, including updates from corporate and outside counsel, to assess the need for accounting recognition or disclosure of these contingencies. The Corporation accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. The Corporation does not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated or when the liability is believed to be only reasonably possible or remote. For contingencies where an unfavorable outcome is reasonably possible and which are significant, the Corporation discloses the nature of the contingency and, where feasible, an estimate of the possible loss. ExxonMobil will continue to defend itself vigorously in these matters. Based on a consideration of all relevant facts and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil will have a materially adverse effect upon the Corporation's operations or financial condition.

A number of lawsuits, including class actions, were brought in various courts against Exxon Mobil Corporation and certain of its subsidiaries relating to the accidental release of crude oil from the tanker Exxon Valdez in 1989. All the compensatory claims have been resolved and paid. All of the punitive damage claims were consolidated in the civil trial that began in 1994. On June 25, 2008, the U.S. Supreme Court vacated the \$2.5 billion punitive damage award previously entered by the Ninth Circuit Court of Appeals and remanded the case to the Circuit Court with an instruction that punitive damages in the case may not exceed a maximum amount of \$507.5 million. The parties have filed briefs in the Ninth Circuit Court of Appeals on the issue of post-judgment interest and recovery of costs. Exxon Mobil Corporation recorded total after-tax charges of \$460 million in 2008 reflecting an estimate of the resolution of these issues.

Other Contingencies

	As of March 31, 2009		
	Equity Company Obligations	Other Third Party Obligations	Total
		(millions of dollars)	
Total guarantees	\$ 7,311	\$ 1,680	\$ 8,991

The Corporation and certain of its consolidated subsidiaries were contingently liable at March 31, 2009, for \$8,991 million, primarily relating to guarantees for notes, loans and performance under contracts. Included in this amount were guarantees by consolidated affiliates of \$7,311 million, for ExxonMobil's share of obligations of certain equity companies. These guarantees are not reasonably likely to have a material effect on the Corporation's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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 Corporation's outstanding unconditional purchase obligations at March 31, 2009, were similar to those at the prior year-end period. Unconditional purchase obligations as defined by accounting standards are those long-term commitments that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing for the facilities that will provide the contracted goods or services.

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.

In accordance with a nationalization decree issued by Venezuela's president in February 2007, by May 1, 2007, a subsidiary of the Venezuelan National Oil Company (PdVSA) assumed the operatorship of the Cerro Negro Heavy Oil Project. This Project had been operated and owned by ExxonMobil affiliates holding a 41.67 percent ownership interest in the Project. The decree also required conversion of the Cerro Negro Project into a "mixed enterprise" and an increase in PdVSA's or one of its affiliate's ownership interest in the Project, with the stipulation that if ExxonMobil refused to accept the terms for the formation of the mixed enterprise within a specified period of time, the government would "directly assume the activities" carried out by the joint venture. ExxonMobil refused to accede to the terms proffered by the government, and on June 27, 2007, the government expropriated ExxonMobil's 41.67 percent interest in the Cerro Negro Project.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes. An affiliate of ExxonMobil has also filed an arbitration under the rules of the International Chamber of Commerce against PdVSA and a PdVSA affiliate for breach of their contractual obligations under certain Cerro Negro Project agreements. At this time, the net impact of this matter on the Corporation's consolidated financial results cannot be reasonably estimated. However, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition. ExxonMobil's remaining net book investment in Cerro Negro producing assets is about \$750 million.

4. Comprehensive Income

	Three Months Ended	
	March 31,	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
Net income including noncontrolling interests	\$ 4,702	\$ 11,172
Other comprehensive income (net of income taxes)		
Foreign exchange translation adjustment	(1,411)	1,712
Postretirement benefits reserves adjustment (excluding amortization)	(42)	(140)
Amortization of postretirement benefits reserves adjustment included in net periodic benefit costs	350	189
Comprehensive income including noncontrolling interests	3,599	12,933
Comprehensive income attributable to noncontrolling interests	18	528
Comprehensive income attributable to ExxonMobil	<u>\$ 3,581</u>	<u>\$ 12,405</u>

5. Earnings Per Share

	Three Months Ended	
	March 31,	
	<u>2009</u>	<u>2008</u>
EARNINGS PER COMMON SHARE		
Net income attributable to ExxonMobil (millions of dollars)	\$ 4,550	\$ 10,890
Weighted average number of common shares outstanding (millions of shares)	4,937	5,343
Earnings per common share (dollars)	\$ 0.92	\$ 2.03
EARNINGS PER COMMON SHARE		
- ASSUMING DILUTION		
Net income attributable to ExxonMobil (millions of dollars)	\$ 4,550	\$ 10,890
Weighted average number of common shares outstanding (millions of shares)	4,937	5,343
Effect of employee stock-based awards	22	36
Weighted average number of common shares outstanding - assuming dilution	<u>4,959</u>	<u>5,379</u>
Earnings per common share - assuming dilution (dollars)	\$ 0.92	\$ 2.02

6. Pension and Other Postretirement Benefits

	Three Months Ended	
	March 31,	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
Pension Benefits - U.S.		
Components of net benefit cost		
Service cost	\$ 103	\$ 95
Interest cost	202	182
Expected return on plan assets	(164)	(229)
Amortization of actuarial loss/(gain) and prior service cost	173	59
Net pension enhancement and curtailment/settlement cost	121	44
Net benefit cost	<u>\$ 435</u>	<u>\$ 151</u>
Pension Benefits - Non-U.S.		
Components of net benefit cost		
Service cost	\$ 103	\$ 113
Interest cost	261	301
Expected return on plan assets	(205)	(318)
Amortization of actuarial loss/(gain) and prior service cost	167	101
Net pension enhancement and curtailment/settlement cost	0	0
Net benefit cost	<u>\$ 326</u>	<u>\$ 197</u>
Other Postretirement Benefits		
Components of net benefit cost		
Service cost	\$ 27	\$ 29
Interest cost	110	108
Expected return on plan assets	(16)	(12)
Amortization of actuarial loss/(gain) and prior service cost	71	84
Net benefit cost	<u>\$ 192</u>	<u>\$ 209</u>

7. Disclosures about Segments and Related Information

Three Months Ended
March 31,
2009 2008
(millions of dollars)

EARNINGS AFTER INCOME TAX

Upstream		
United States	\$ 360	\$ 1,631
Non-U.S.	3,143	7,154
Downstream		
United States	352	398
Non-U.S.	781	768
Chemical		
United States	83	284
Non-U.S.	267	744
All other	(436)	(89)
Corporate total	<u>\$ 4,550</u>	<u>\$ 10,890</u>

SALES AND OTHER OPERATING REVENUE (1)

Upstream		
United States	\$ 821	\$ 1,764
Non-U.S.	5,176	8,399
Downstream		
United States	15,193	28,458
Non-U.S.	35,985	64,517
Chemical		
United States	1,848	3,652
Non-U.S.	3,103	6,429
All other	2	4
Corporate total	<u>\$ 62,128</u>	<u>\$ 113,223</u>

(1) Includes sales-based taxes

INTERSEGMENT REVENUE

Upstream		
United States	\$ 1,204	\$ 2,561
Non-U.S.	6,576	14,881
Downstream		
United States	1,669	3,861
Non-U.S.	6,879	16,543
Chemical		
United States	1,221	2,428
Non-U.S.	1,284	2,432
All other	71	67

8. Condensed Consolidating Financial Information Related to Guaranteed Securities Issued by Subsidiaries

Exxon Mobil Corporation has fully and unconditionally guaranteed the deferred interest debentures due 2012 (\$1,979 million long-term at March 31, 2009) and the debt securities due 2009-2011 (\$26 million long-term and \$13 million short-term) of SeaRiver Maritime Financial Holdings, Inc., a 100 percent owned subsidiary of Exxon Mobil Corporation.

The following condensed consolidating financial information is provided for Exxon Mobil Corporation, as guarantor, and for SeaRiver Maritime Financial Holdings, Inc., as issuer, as an alternative to providing separate financial statements for the issuer. The accounts of Exxon Mobil Corporation and SeaRiver Maritime Financial Holdings, Inc. are presented utilizing the equity method of accounting for investments in subsidiaries.

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<i>(millions of dollars)</i>					
<u>Condensed consolidated statement of income for three months ended March 31, 2009</u>					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	\$ 2,167	\$ -	\$ 59,961	\$ -	\$ 62,128
Income from equity affiliates	4,752	7	1,450	(4,739)	1,470
Other income	145	-	285	-	430
Intercompany revenue	5,865	1	52,635	(58,501)	-
Total revenues and other income	12,929	8	114,331	(63,240)	64,028
Costs and other deductions					
Crude oil and product purchases	5,074	-	77,851	(55,131)	27,794
Production and manufacturing expenses	1,966	-	7,294	(1,281)	7,979
Selling, general and administrative expenses	658	-	2,968	(178)	3,448
Depreciation and depletion	367	-	2,426	-	2,793
Exploration expenses, including dry holes	55	-	296	-	351
Interest expense	361	55	1,622	(1,931)	107
Sales-based taxes	-	-	5,906	-	5,906
Other taxes and duties	9	-	7,791	-	7,800
Total costs and other deductions	8,490	55	106,154	(58,521)	56,178
Income before income taxes	4,439	(47)	8,177	(4,719)	7,850
Income taxes	(111)	(20)	3,279	-	3,148
Net income including noncontrolling interests	4,550	(27)	4,898	(4,719)	4,702
Net income attributable to noncontrolling interests	-	-	152	-	152
Net income attributable to ExxonMobil	<u>\$ 4,550</u>	<u>\$ (27)</u>	<u>\$ 4,746</u>	<u>\$ (4,719)</u>	<u>\$ 4,550</u>

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<i>(millions of dollars)</i>					
Condensed consolidated statement of income for three months ended March 31, 2008					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	\$ 4,515	\$ -	\$ 108,708	\$ -	\$ 113,223
Income from equity affiliates	11,068	1	2,798	(11,058)	2,809
Other income	25	-	797	-	822
Intercompany revenue	11,600	17	112,600	(124,217)	-
Total revenues and other income	27,208	18	224,903	(135,275)	116,854
Costs and other deductions					
Crude oil and product purchases	11,850	-	167,242	(118,121)	60,971
Production and manufacturing expenses	1,911	-	8,329	(1,347)	8,893
Selling, general and administrative expenses	702	-	3,313	(213)	3,802
Depreciation and depletion	393	-	2,711	-	3,104
Exploration expenses, including dry holes	79	-	263	-	342
Interest expense	1,194	53	3,510	(4,627)	130
Sales-based taxes	-	-	8,432	-	8,432
Other taxes and duties	15	-	10,691	-	10,706
Total costs and other deductions	16,144	53	204,491	(124,308)	96,380
Income before income taxes	11,064	(35)	20,412	(10,967)	20,474
Income taxes	174	(12)	9,140	-	9,302
Net income including noncontrolling interests	10,890	(23)	11,272	(10,967)	11,172
Net income attributable to noncontrolling interests	-	-	282	-	282
Net income attributable to ExxonMobil	<u>\$ 10,890</u>	<u>\$ (23)</u>	<u>\$ 10,990</u>	<u>\$ (10,967)</u>	<u>\$ 10,890</u>

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<u>Condensed consolidated balance sheet as of March 31, 2009</u>					
Cash and cash equivalents	\$ 550	\$ -	\$ 24,422	\$ -	\$ 24,972
Marketable securities	-	-	168	-	168
Notes and accounts receivable - net	2,501	15	21,559	(1,133)	22,942
Inventories	1,407	-	11,310	-	12,717
Other current assets	483	-	3,536	-	4,019
Total current assets	4,941	15	60,995	(1,133)	64,818
Property, plant and equipment - net	17,117	-	105,107	-	122,224
Investments and other assets	206,330	476	452,964	(624,321)	35,449
Intercompany receivables	6,817	2,208	426,389	(435,414)	-
Total assets	<u>\$ 235,205</u>	<u>\$ 2,699</u>	<u>\$ 1,045,455</u>	<u>\$ (1,060,868)</u>	<u>\$ 222,491</u>
Notes and loan payables	\$ 41	\$ 13	\$ 2,109	\$ -	\$ 2,163
Accounts payable and accrued liabilities	3,264	-	35,204	-	38,468
Income taxes payable	-	-	10,007	(1,133)	8,874
Total current liabilities	3,305	13	47,320	(1,133)	49,505
Long-term debt	279	2,005	4,757	-	7,041
Postretirement benefits reserves	11,989	-	8,462	-	20,451
Deferred income tax liabilities	42	171	19,850	-	20,063
Other long-term liabilities	5,175	-	8,878	-	14,053
Intercompany payables	107,412	382	327,620	(435,414)	-
Total liabilities	128,202	2,571	416,887	(436,547)	111,113
Earnings reinvested	268,249	(591)	121,430	(120,839)	268,249
Other ExxonMobil equity	(161,246)	719	502,763	(503,482)	(161,246)
ExxonMobil share of equity	107,003	128	624,193	(624,321)	107,003
Noncontrolling interests	-	-	4,375	-	4,375
Total equity	107,003	128	628,568	(624,321)	111,378
Total liabilities and equity	<u>\$ 235,205</u>	<u>\$ 2,699</u>	<u>\$ 1,045,455</u>	<u>\$ (1,060,868)</u>	<u>\$ 222,491</u>

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<u>Condensed consolidated balance sheet as of December 31, 2008</u>					
Cash and cash equivalents	\$ 4,011	\$ -	\$ 27,426	\$ -	\$ 31,437
Marketable securities	-	-	570	-	570
Notes and accounts receivable - net	2,486	3	23,224	(1,011)	24,702
Inventories	1,253	-	10,393	-	11,646
Other current assets	348	-	3,563	-	3,911
Total current assets	8,098	3	65,176	(1,011)	72,266
Property, plant and equipment - net	16,939	-	104,407	-	121,346
Investments and other assets	202,471	469	456,237	(624,737)	34,440
Intercompany receivables	10,026	2,057	432,902	(444,985)	-
Total assets	<u>\$ 237,534</u>	<u>\$ 2,529</u>	<u>\$ 1,058,722</u>	<u>\$ (1,070,733)</u>	<u>\$ 228,052</u>
Notes and loan payables	\$ 7	\$ 13	\$ 2,380	\$ -	\$ 2,400
Accounts payable and accrued liabilities	3,352	-	33,291	-	36,643
Income taxes payable	-	-	11,068	(1,011)	10,057
Total current liabilities	3,359	13	46,739	(1,011)	49,100
Long-term debt	279	1,951	4,795	-	7,025
Postretirement benefits reserves	11,653	-	9,076	-	20,729
Deferred income tax liabilities	120	178	19,428	-	19,726
Other long-term liabilities	5,175	-	8,774	-	13,949
Intercompany payables	103,983	382	340,620	(444,985)	-
Total liabilities	124,569	2,524	429,432	(445,996)	110,529
Earnings reinvested	265,680	(564)	116,805	(116,241)	265,680
Other ExxonMobil equity	(152,715)	569	507,927	(508,496)	(152,715)
ExxonMobil share of equity	112,965	5	624,732	(624,737)	112,965
Noncontrolling interests	-	-	4,558	-	4,558
Total equity	112,965	5	629,290	(624,737)	117,523
Total liabilities and equity	<u>\$ 237,534</u>	<u>\$ 2,529</u>	<u>\$ 1,058,722</u>	<u>\$ (1,070,733)</u>	<u>\$ 228,052</u>

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
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(millions of dollars)

Condensed consolidated statement of cash flows for three months ended March 31, 2009

Cash provided by/(used in) operating activities	\$ 421	\$ 1	\$ 8,609	\$ (121)	\$ 8,910
Cash flows from investing activities					
Additions to property, plant and equipment	(542)	-	(4,131)	-	(4,673)
Sales of long-term assets	32	-	109	-	141
Net intercompany investing	6,306	(151)	(6,477)	322	-
All other investing, net	-	-	(208)	-	(208)
Net cash provided by/(used in) investing activities	5,796	(151)	(10,707)	322	(4,740)
Cash flows from financing activities					
Additions to long-term debt	-	-	22	-	22
Reductions in long-term debt	-	-	(11)	-	(11)
Additions/(reductions) in short-term debt - net	34	-	(237)	-	(203)
Cash dividends	(1,981)	-	(121)	121	(1,981)
Net ExxonMobil shares sold/(acquired)	(7,731)	-	-	-	(7,731)
Net intercompany financing activity	-	-	172	(172)	-
All other financing, net	-	150	(201)	(150)	(201)
Net cash provided by/(used in) financing activities	(9,678)	150	(376)	(201)	(10,105)
Effects of exchange rate changes on cash	-	-	(530)	-	(530)
Increase/(decrease) in cash and cash equivalents	<u>\$ (3,461)</u>	<u>\$ -</u>	<u>\$ (3,004)</u>	<u>\$ -</u>	<u>\$ (6,465)</u>

Condensed consolidated statement of cash flows for three months ended March 31, 2008

Cash provided by/(used in) operating activities	\$ 1,400	\$ 13	\$ 20,552	\$ (545)	\$ 21,420
Cash flows from investing activities					
Additions to property, plant and equipment	(352)	-	(3,627)	-	(3,979)
Sales of long-term assets	20	-	393	-	413
Net intercompany investing	9,046	(114)	(9,093)	161	-
All other investing, net	-	-	(734)	-	(734)
Net cash provided by/(used in) investing activities	8,714	(114)	(13,061)	161	(4,300)
Cash flows from financing activities					
Additions to long-term debt	-	-	35	-	35
Reductions in long-term debt	-	-	(46)	-	(46)
Additions/(reductions) in short-term debt - net	-	-	190	-	190
Cash dividends	(1,879)	-	(545)	545	(1,879)
Net ExxonMobil shares sold/(acquired)	(9,334)	-	-	-	(9,334)
Net intercompany financing activity	-	1	60	(61)	-
All other financing, net	-	100	(319)	(100)	(319)
Net cash provided by/(used in) financing activities	(11,213)	101	(625)	384	(11,353)
Effects of exchange rate changes on cash	-	-	1,165	-	1,165
Increase/(decrease) in cash and cash equivalents	<u>\$ (1,099)</u>	<u>\$ -</u>	<u>\$ 8,031</u>	<u>\$ -</u>	<u>\$ 6,932</u>

EXXON MOBIL CORPORATION

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

FUNCTIONAL EARNINGS SUMMARY

<u>Earnings (U.S. GAAP)</u>	First Three Months	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
Upstream		
United States	\$ 360	\$ 1,631
Non-U.S.	3,143	7,154
Downstream		
United States	352	398
Non-U.S.	781	768
Chemical		
United States	83	284
Non-U.S.	267	744
Corporate and financing	(436)	(89)
Net Income attributable to ExxonMobil (U.S. GAAP)	<u>\$ 4,550</u>	<u>\$ 10,890</u>
Earnings per common share (dollars)	\$ 0.92	\$ 2.03
Earnings per common share - assuming dilution (dollars)	\$ 0.92	\$ 2.02

References in this discussion to total corporate earnings mean net income attributable to ExxonMobil (U.S. GAAP) from the income statement. Unless otherwise indicated, references to earnings, Upstream, Downstream, Chemical and Corporate and Financing segment earnings, and earnings per share are ExxonMobil's share after excluding amounts attributable to noncontrolling interests.

REVIEW OF FIRST QUARTER 2009 RESULTS

Exxon Mobil Corporation reported first quarter 2009 earnings of \$4,550 million, down 58 percent from the first quarter of 2008. Earnings per share of \$0.92 were down 54 percent reflecting lower earnings and the benefit of the share purchase program. ExxonMobil posted solid first quarter results despite the slowdown in the global marketplace and sharply lower commodity prices. The Corporation returned significant cash to shareholders in the first quarter, distributing a total of \$9.0 billion through dividends and share purchases to reduce shares outstanding.

<u>Upstream earnings</u>	First Three Months	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
United States	\$ 360	\$ 1,631
Non-U.S.	3,143	7,154
Total	<u>\$ 3,503</u>	<u>\$ 8,785</u>

Upstream earnings were \$3,503 million, down \$5,282 million from the first quarter of 2008. Lower crude oil realizations reduced earnings approximately \$4.4 billion while lower natural gas prices decreased earnings about \$500 million. Higher operating expenses reduced earnings about \$300 million.

On an oil-equivalent basis, production was up slightly from the first quarter of 2008. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was up 2 percent.

Liquids production totaled 2,475 kbd (thousands of barrels per day), up 7 kbd from the first quarter of 2008. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, liquids production was up 3 percent, as increased production from projects in west Africa, the United States and the North Sea, and lower maintenance activity more than offset natural field decline.

First quarter natural gas production was 10,195 mcf (millions of cubic feet per day), down 34 mcf from 2008. New production volumes from project additions in Qatar, the North Sea, and Malaysia were offset by natural field decline and lower European demand.

Earnings from U.S. Upstream operations were \$360 million, \$1,271 million lower than the first quarter of 2008. Non-U.S. Upstream earnings were \$3,143 million, down \$4,011 million from last year.

First Three Months
2009 **2008**
(millions of dollars)

Downstream earnings

United States	\$ 352	\$ 398
Non-U.S.	781	768
Total	<u>\$ 1,133</u>	<u>\$ 1,166</u>

Downstream earnings of \$1,133 million were down \$33 million from the first quarter of 2008. Volume and mix effects reduced earnings about \$400 million, while unfavorable foreign exchange impacts and higher operating expenses decreased earnings about \$300 million. Higher margins increased earnings about \$700 million. Petroleum product sales of 6,434 kbd were 387 kbd lower than last year's first quarter, mainly reflecting asset sales and lower demand.

U.S. Downstream earnings were \$352 million, down \$46 million from the first quarter of 2008. Non-U.S. Downstream earnings of \$781 million were \$13 million higher than last year.

First Three Months
2009 **2008**
(millions of dollars)

Chemical earnings

United States	\$ 83	\$ 284
Non-U.S.	267	744
Total	<u>\$ 350</u>	<u>\$ 1,028</u>

Chemical earnings of \$350 million were \$678 million lower than the first quarter of 2008. Lower volumes and lower margins each reduced earnings approximately \$300 million. Unfavorable foreign exchange effects also reduced earnings. First quarter prime product sales of 5,527 kt (thousands of metric tons) were 1,051 kt lower than the prior year due to lower demand.

First Three Months
2009 **2008**
(millions of dollars)

Corporate and financing earnings

	\$ (436)	\$ (89)
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Corporate and financing expenses of \$436 million increased by \$347 million due overall to net lower interest income.

LIQUIDITY AND CAPITAL RESOURCES

First Three Months
2009 **2008**
(millions of dollars)

Net cash provided by/(used in)		
Operating activities	\$ 8,910	\$ 21,420
Investing activities	(4,740)	(4,300)
Financing activities	(10,105)	(11,353)
Effect of exchange rate changes	(530)	1,165
Increase/(decrease) in cash and cash equivalents	<u>\$ (6,465)</u>	<u>\$ 6,932</u>
Cash and cash equivalents (at end of period)	\$ 24,972	\$ 40,913
Cash flow from operations and asset sales		
Net cash provided by operating activities (U.S. GAAP)	\$ 8,910	\$ 21,420
Sales of subsidiaries, investments and property, plant and equipment	141	413
Cash flow from operations and asset sales	<u>\$ 9,051</u>	<u>\$ 21,833</u>

Because of the ongoing nature of our asset management and divestment program, we believe it is useful for investors to consider asset sales proceeds together with cash provided by operating activities when evaluating cash available for investment in the business and financing activities.

Total cash and cash equivalents of \$25.0 billion at the end of the first quarter of 2009 compared to \$40.9 billion at the end of the first quarter of 2008.

Cash provided by operating activities totaled \$8,910 million for the first three months of 2009, \$12,510 million lower than 2008. The major source of funds was net income including noncontrolling interests of \$4,702 million, adjusted for the noncash provision of \$2,793 million for depreciation and depletion, both of which decreased. The effects of changing prices on the timing of payments of accounts and other payables added to cash provided by operating activities. For additional details, see the Condensed Consolidated Statement of Cash Flows on page 5.

Investing activities for the first three months of 2009 used net cash of \$4,740 million compared to \$4,300 million in the prior year. Spending for additions to property, plant and equipment increased \$694 million to \$4,673 million. Proceeds from asset divestments of \$141 million in 2009 were lower.

Cash flow from operations and asset sales in the first three months of 2009 of \$9.1 billion, including asset sales of \$0.1 billion, decreased \$12.8 billion from the comparable 2008 period.

Net cash used in financing activities of \$10,105 million in the first three months of 2009 was \$1,248 million lower reflecting a lower level of purchases of shares of ExxonMobil stock.

During the first quarter of 2009, Exxon Mobil Corporation purchased 107 million shares of its common stock for the treasury at a gross cost of \$7.9 billion. These purchases included \$7.0 billion to reduce the number of shares outstanding, with the balance used to offset shares issued in conjunction with the company's benefit plans and programs. Shares outstanding were reduced from 4,976 million at the end of the fourth quarter to 4,880 million at the end of the first quarter. Share purchases to reduce shares outstanding are currently anticipated to equal \$5.0 billion through the second quarter of 2009. Purchases may be made in both the open market and through negotiated transactions, and may be increased, decreased or discontinued at any time without prior notice.

The Corporation distributed a total of \$9.0 billion to shareholders during the quarter through dividends and share purchases to reduce shares outstanding compared to \$9.9 billion in the first quarter of 2008.

Total debt of \$9.2 billion at March 31, 2009, compared to \$9.4 billion at year-end 2008. The Corporation's debt to total capital ratio was 7.6 percent at the end of the first quarter of 2009 compared to 7.4 percent at year-end 2008.

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.

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 which will result in either gains or losses.

In accordance with a nationalization decree issued by Venezuela's president in February 2007, by May 1, 2007, a subsidiary of the Venezuelan National Oil Company (PdVSA) assumed the operatorship of the Cerro Negro Heavy Oil Project. This Project had been operated and owned by ExxonMobil affiliates holding a 41.67 percent ownership interest in the Project. The decree also required conversion of the Cerro Negro Project into a "mixed enterprise" and an increase in PdVSA's or one of its affiliate's ownership interest in the Project, with the stipulation that if ExxonMobil refused to accept the terms for the formation of the mixed enterprise within a specified period of time, the government would "directly assume the activities" carried out by the joint venture. ExxonMobil refused to accede to the terms proffered by the government, and on June 27, 2007, the government expropriated ExxonMobil's 41.67 percent interest in the Cerro Negro Project.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes. An affiliate of ExxonMobil has also filed an arbitration under the rules of the International Chamber of Commerce against PdVSA and a PdVSA affiliate for breach of their contractual obligations under certain Cerro Negro Project agreements. At this time, the net impact of this matter on the Corporation's consolidated financial results cannot be reasonably estimated. However, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition. ExxonMobil's remaining net book investment in Cerro Negro producing assets is about \$750 million.

TAXES

	First Three Months	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
Income taxes	\$ 3,148	\$ 9,302
Sales-based taxes	5,906	8,432
All other taxes and duties	8,589	11,607
Total	<u>\$ 17,643</u>	<u>\$ 29,341</u>
Effective income tax rate	45 %	48 %

Income, sales-based and all other taxes and duties for the first quarter of 2009 of \$17,643 million were lower than 2008. In the first quarter of 2009 income tax expense declined to \$3,148 million reflecting the lower level of earnings and the effective income tax rate was 45 percent, compared to \$9,302 million and 48 percent, respectively, in the prior year period. Sales-based taxes and all other taxes and duties decreased in 2009 reflecting lower prices and foreign exchange effects.

CAPITAL AND EXPLORATION EXPENDITURES

	First Three Months	
	<u>2009</u>	<u>2008</u>
	(millions of dollars)	
Upstream (including exploration expenses)	\$ 4,366	\$ 4,095
Downstream	646	827
Chemical	758	566
Other	4	3
Total	<u>\$ 5,774</u>	<u>\$ 5,491</u>

In spite of the dramatic changes to the global economic environment, ExxonMobil is maintaining its long-term focus and disciplined approach to capital investment. In the first quarter, capital and exploration project spending increased to \$5.8 billion, up 5% from last year.

We are committed to investing in our world-class inventory of projects to develop new energy supplies which are vital to economic growth. Capital and exploration expenditures for full year 2008 were \$26.1 billion and are expected to range from \$25 billion to \$30 billion for the next several years. Actual spending could vary depending on the progress of individual projects.

FORWARD-LOOKING STATEMENTS

Statements in this report relating to future plans, projections, events or conditions are forward-looking statements. Actual results, including project plans, costs, timing, and capacities; capital expenditures; and share purchase levels, could differ materially due to factors including: changes in long-term oil or gas prices or other market conditions affecting the oil and gas industry; completion of repair projects as planned; unforeseen technical difficulties; political events or disturbances; reservoir performance; the outcome of commercial negotiations; wars and acts of terrorism or sabotage; changes in technical or operating conditions; and other factors discussed under the heading "Factors Affecting Future Results" on our website and in Item 1A of ExxonMobil's 2008 Form 10-K. We assume no duty to update these statements as of any future date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the three months ended March 31, 2009, does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2008.

Item 4. Controls and Procedures

As indicated in the certifications in Exhibit 31 of this report, the Corporation's chief executive officer, principal financial officer and principal accounting officer have evaluated the Corporation's disclosure controls and procedures as of March 31, 2009. Based on that evaluation, these officers have concluded that the Corporation's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no changes during the Corporation's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Wyoming Department of Environmental Quality (WDEQ) has alleged certain violations of the state air permitting and state and federal air quality regulations associated with the operation of the three AGI cogeneration turbines located at the ExxonMobil Shute Creek Treatment Facility in LaBarge, Wyoming. A notice of violation was issued on September 21, 2007, but no other formal complaint has been filed. In discussions during the first quarter of 2009, WDEQ indicated that it will seek corrective action and penalties in excess of \$100,000 to resolve the matter.

Regarding six previously reported matters involving the Corporation's Baytown Refinery; Baytown Chemical Plant and Baytown Olefins Plant, and ExxonMobil Oil Corporation's Beaumont Refinery, the Texas Commission on Environmental Quality (TCEQ) has entered into an agreement with the Corporation and ExxonMobil Oil Corporation to consolidate and resolve these matters along with fifteen other similar actions. Each of the actions alleges exceedances of facility air permits and/or violations of applicable air regulations. The proposed settlement amount is \$602,801, half to be paid as a civil penalty and half in the form of a supplemental environmental project. It is anticipated that this final settlement will be approved by the TCEQ Commissioners in the third quarter of 2009.

Refer to the relevant portions of note 3 on pages 6 and 7 of this Quarterly Report on Form 10-Q for further information on legal proceedings.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchase of Equity Securities for Quarter Ended March 31, 2009

<u>Period</u>	<u>Total Number Of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number Of Shares that May Yet Be Purchased Under the Plans or Programs</u>
January, 2009	35,463,703	\$78.30	35,463,703	
February, 2009	33,395,889	\$74.44	33,395,889	
March, 2009	38,414,472	\$67.42	38,414,472	
Total	<u>107,274,064</u>	<u>\$73.20</u>	<u>107,274,064</u>	(See Note 1)

Note 1 -- On August 1, 2000, the Corporation announced its intention to resume purchases of shares of its common stock for the treasury both to offset shares issued in conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an amount or expiration date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In its most recent earnings release dated April 30, 2009, the Corporation stated that share purchases to reduce shares outstanding are anticipated to equal \$5.0 billion in the second quarter of 2009. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice.

Item 6. Exhibits

<u>Exhibit</u>	<u>Description</u>
10(iii)(f.1)	2004 Non-Employee Director Restricted Stock Plan.
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.

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: May 5, 2009

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

INDEX TO EXHIBITS

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32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.

2004 NON-EMPLOYEE DIRECTOR RESTRICTED STOCK PLAN**I. Purposes**

This Plan is intended to help the Corporation attract and retain highly qualified individuals to serve as non-employee directors of the Corporation and to align further the interests of the non-employee directors with the interests of the Corporation's shareholders by paying a substantial portion of non-employee director compensation in the form of restricted stock or restricted stock units.

II. Definitions

The following definitions apply:

- (1) "Administrator" means the Secretary of the Corporation.
- (2) "Award" means a grant of restricted stock or restricted stock units under this Plan.
- (3) "Board" means the Board of Directors of the Corporation.
- (4) "Corporation" means Exxon Mobil Corporation, a New Jersey corporation, or its successors.
- (5) "Non-employee director" means any member of the Board who is not an employee of the Corporation or any affiliate of the Corporation.
- (6) "Participant" means each non-employee director to whom an award is granted under this Plan.
- (7) "Plan" means this Exxon Mobil Corporation 2004 Non-Employee Director Restricted Stock Plan, as it may be amended from time to time.
- (8) "Restricted period" means the period of time an award is subject to restrictions as set forth in Section VII.
- (9) "Restricted stock" means shares granted under this Plan subject to restrictions on transfer and potential forfeiture during the applicable restricted period.
- (10) "Restricted stock unit" means a stock unit granted under this Plan with a value equal to the value of a share and subject to restrictions on transfer and potential forfeiture during the applicable restricted period.
- (11) "Retirement age" means the age after which a non-employee director is no longer eligible to stand for election in accordance with the Corporation's Corporate Governance Guidelines.
- (12) "Share" means a share of common stock of the Corporation, no par value.

III. Administration

The Board has ultimate authority to administer this Plan, including authority to grant or amend awards; to determine, subject to the limitations contained in this Plan, the terms and conditions of awards; and to construe and interpret Plan provisions. Subject to the oversight of

the Board, the administrator has authority to establish procedures and forms, and to take other actions assigned to the administrator under this Plan.

IV. Effective Date; Term

This Plan will become effective when approved by the shareholders of the Corporation and will terminate when there are no longer any outstanding awards under the Plan.

V. Available Shares

- (1) The maximum number of shares issued pursuant to awards under this Plan may not exceed 1,000,000.
- (2) If an award is forfeited, the shares subject to that award will not be considered to have been issued and will not count against the Plan maximum under clause (1) of this Section.

VI. Grants of Awards; Eligibility

Subject to the terms and conditions of this Plan, the Board may grant restricted stock or restricted stock units under this Plan at such times, in such amounts, and upon such terms and conditions as the Board determines. The Board may establish standing resolutions for this purpose. Awards under this Plan may only be made to a person who, at the time of grant, is serving as a non-employee director.

VII. Restrictions on Transfer; Forfeiture

- (1) Unless the Board specifies otherwise in an award, the restricted period for an award under this Plan will commence on the date the award is granted and will expire on the earliest to occur of the following:
 - (a) the participant leaves the Board after reaching retirement age;
 - (b) the participant leaves the Board before reaching retirement age and the Board, with the participant abstaining, votes to lift the restrictions on the participant's awards; or
 - (c) the participant dies.
- (2) During the restricted period, awards may not be sold, assigned, transferred, pledged, or otherwise disposed of or encumbered. The designation of a beneficiary pursuant to Section XII will not be considered a disposition or encumbrance for this purpose.
- (3) If the participant ceases to be a member of the Board and the restricted period for the participant's awards does not expire as provided in paragraph (1) of this Section, all the participant's awards under this Plan will be forfeited and all right, title, and interest of the participant to receive any shares or amounts in connection with such awards will terminate without further obligation on the part of the Corporation.

VIII. Shareholder Status; Dividends and Dividend Equivalents

- (1) During the restricted period, a participant to whom restricted stock is issued will have customary rights of a shareholder with respect to such shares, including the rights to vote

the shares and receive cash dividends (subject to the applicable restrictions on transfer and events of forfeiture). Cash dividends on restricted stock will be paid currently or, if the Board so determines, reinvested in additional shares of restricted stock.

- (2) During the restricted period, a participant to whom restricted stock units are credited will not be a shareholder of the Corporation with respect to such units. However, the Corporation will credit each restricted stock unit with dividend equivalents corresponding in amount and timing to cash dividends that would be payable with respect to an outstanding share. Dividend equivalents will be paid currently or, if the Board so determines, will be deemed to be reinvested in additional restricted stock units.

IX. Form of Awards

- (1) During the restricted period, shares of restricted stock will be registered in the name of the participant but will be held by or on behalf of the Corporation in certificate or book-entry form as the administrator determines. Each participant agrees by accepting an award of restricted stock that the Corporation may give stop transfer instructions to its transfer agent or custodian with respect to the restricted stock and that, during the restricted period, any restricted stock issued in certificate form may bear an appropriate legend noting the restrictions, risk of forfeiture, and other conditions. If required by the administrator, awards of restricted stock may be subject to execution by the participant of a stock power with respect to such shares in favor of the Corporation.
- (2) During the restricted period, restricted stock units will be evidenced by book-entry credits in records maintained by or on behalf of the Corporation. Restricted stock units will represent only an unfunded and unsecured contractual right to receive shares or cash, if any, payable in settlement of the award.

X. Settlement of Awards

- (1) If and when the restricted period expires with respect to an award of restricted stock, the Corporation will, subject to Section XIII, deliver shares free of restriction to or for the account of the participant, or the participant's estate, or designated beneficiary, if applicable.
- (2) Restricted stock units will be settled in shares or, if so provided in the award, in cash. If and when the restricted period expires with respect to an award of restricted stock units, the Corporation will, subject to Section XIII, deliver one share free of restriction or pay an amount in cash equal to the fair market value of one share in settlement of each unit to or for the account of the participant, or the participant's estate, or designated beneficiary, if applicable.
- (3) Shares will be delivered in certificate or book-entry form and cash (including dividends or dividend equivalents) will be paid by check, wire transfer, or direct deposit, in each case in accordance with the procedures of the administrator in effect at the time.
- (4) The issuance or delivery of any shares may be postponed by the Corporation for such period as may in the determination of the administrator be required to comply with any

applicable requirements under the federal securities laws (including, without limitation, the exemptions provided in Rule 16b-3 under the Securities Exchange Act of 1934), any applicable listing requirements of any national securities exchange, or any other requirements or exemptions applicable to the issuance or delivery of such shares. The Corporation will not be obligated to issue or deliver any shares if the issuance or delivery would constitute a violation of any provision of any law or of any regulation of any governmental authority or any national securities exchange.

XI. Change in Capitalization; Adjustments

If a stock split, stock dividend, merger, or other relevant change in capitalization occurs, the administrator will adjust the terms of outstanding awards, including the number of restricted stock units credited to a participant's account or the securities issuable in settlement of such units, as well as the maximum number of shares issuable under Section V, as appropriate to prevent dilution or enlargement of the rights of non-employee directors under this Plan. Any new shares or securities issued with respect to outstanding restricted stock will be delivered to and held by or on behalf of the Corporation, and will be subject to the same provisions, restrictions, and requirements as such restricted stock.

XII. Beneficiary Designation

Participants may designate a beneficiary to whom shares or cash in settlement of outstanding awards under this Plan may be delivered or paid on the death of the participant, *provided* that such designation will only be given effect if the designation is expressly authorized as a non-testamentary transfer under applicable laws of descent and distribution as determined by the administrator. Beneficiary designations will be subject to such forms, requirements, and procedures as the administrator may establish.

XIII. Withholding Taxes

The Corporation has the right, in its sole discretion, to deduct or withhold at any time shares or cash subject to or otherwise deliverable or payable in connection with an award (including cash payable as dividends or dividend equivalents) as may in the determination of the administrator be necessary to satisfy any required withholding or similar taxes with respect to such awards. Withheld shares may be retained by the Corporation or sold on behalf of the participant.

XIV. Amendments to the Plan; Shareholder Approval

- (1) The Board may from time to time amend or cease granting awards under this Plan; *provided* that approval of the shareholders of the Corporation will be required for any amendment:
 - (a) To increase the total number of shares issuable under the Plan under Section V (except for adjustments under Section XI); or
 - (b) That would otherwise constitute a "material revision" within the meaning of applicable rules of the New York Stock Exchange in effect at the time.

- (2) An amendment of this Plan will, unless the amendment provides otherwise, be immediately and automatically effective for all outstanding awards.
- (3) The Board may also amend any outstanding award under this Plan, provided the award, as amended, contains only such terms and conditions as would be permitted or required for a new award under this Plan.

XV. General Provisions

- (1) Shares subject to awards under this Plan may either be authorized but unissued shares or previously issued shares that have been reacquired by the Corporation.
- (2) The administrator is authorized to establish forms of agreement between the Corporation and each participant to evidence awards under this Plan, and to require execution of such agreements as a condition to a participant's receipt of an award.
- (3) The grant of an award under this Plan does not give a participant any right to remain a director of the Corporation.
- (4) This Plan will be governed by the laws of the State of New York and the United States of America, without regard to any conflict of law rules.

**Certification by Rex W. Tillerson
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Rex W. Tillerson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2009

/s/ Rex W. Tillerson
Rex W. Tillerson
Chief Executive Officer

**Certification by Donald D. Humphreys
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Donald D. Humphreys, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2009

/s/ Donald D. Humphreys
Donald D. Humphreys
Senior Vice President and Treasurer
(Principal Financial Officer)

**Certification by Patrick T. Mulva
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Patrick T. Mulva, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2009

/s/ Patrick T. Mulva
Patrick T. Mulva
Vice President and Controller
(Principal Accounting Officer)

**Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Rex W. Tillerson, the chief executive officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

/s/ Rex W. Tillerson
Rex W. Tillerson
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Donald D. Humphreys, the principal financial officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

/s/ Donald D. Humphreys
Donald D. Humphreys
Senior Vice President and Treasurer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Patrick T. Mulva, the principal accounting officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

/s/ Patrick T. Mulva
Patrick T. Mulva
Vice President and Controller
(Principal Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.