

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)\*

MOBIL CORPORATION

-----  
(Name of Issuer)

COMMON STOCK  
\$1.00 PAR VALUE

-----  
(Title of Class of Securities)

0006070591

-----  
(CUSIP Number)

Donald D. Humphreys  
Vice President, Controller and Principal Accounting Officer  
Exxon Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298  
(972) 444-1000

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

November 30, 1999

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

\* This represents the final amendment.

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SCHEDULE 13D

CUSIP No. 0006070591

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Exxon Corporation  
13-5409005

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [ ]  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New Jersey

	7	SOLE VOTING POWER	
		None	
	8	SHARED VOTING POWER	
		None	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
		None	
	10	SHARED DISPOSITIVE POWER	
		None	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	None		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%		
14	TYPE OF REPORTING PERSON		
	CO		

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This Amendment No. 2 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on December 11, 1998 by Exxon Corporation ("Exxon"), as amended by Amendment No. 1 filed with the Securities and Exchange Commission on February 9, 1999 (the "Schedule 13D"). This Amendment No. 2 is filed with respect to the shares of Common Stock, par value \$1.00 per share (the "Common Stock"), of Mobil Corporation (the "Issuer"). Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

"Item 5. Interest in Securities of the Issuer.

The merger (the "Merger") of Lion Acquisition Subsidiary Corporation, a wholly owned subsidiary of Exxon, with and into the Issuer was consummated and became effective on November 30, 1999.

The Option granted by the Issuer to Exxon terminated at the effective time of the Merger."

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to the Schedule 13D is true, complete and accurate.

November 30, 1999

EXXON CORPORATION

By: /s/ Donald D. Humphreys

-----  
Name: Donald D. Humphreys  
Title: Vice President, Controller  
and Principal Accounting  
Officer

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