SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [x]]
Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[x] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-11(c) or
Section 240.14a-12

EXXON CORPORATION
....
(Name of Registrant as Specified In Its Charter)

....
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

[x] $125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or
14a-6(j)(2).

[ ] $500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:
....

2) Aggregate number of securities to which transaction applies:
....

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11: _/
....

4) Proposed maximum aggregate value of transaction:
....

_/ Set forth the amount on which the filing fee is calculated and state how
it was determined.

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Act Rule 0-11(a)(2) and identify the filing for which the
offsetting fee was paid previously. Identify the previous filing
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date of its filing.

1) Amount Previously Paid:
....

2) Form, Schedule or Registration Statement No.:
....

3) Filing Party:
....

4) Date Filed:
....

Notes:

[EXXON LOGO]
225 E. John W. Carpenter Freeway
Irving, TX 75062-2298

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders which will be held in Dallas, Texas on Wednesday, April 27, 1994.

By attending the meeting, you will have an opportunity to hear a report on the operations of your Corporation and to meet your directors and executives.

This booklet includes the notice of the meeting and the proxy statement which contains information about the functions of your Board of Directors and its committees and personal information about each of the nominees for the Board. It also includes one management proposal and two shareholder proposals, with the Board's position on each.

It is important that your shares be represented at the meeting regardless of the size of your holdings. I urge you to complete and return your proxy card as promptly as possible.

If you plan to attend the meeting and are a shareholder of record, please check your proxy card in the space provided for that purpose. An admission ticket is included with the proxy card for each shareholder of record. However, if your shares are not registered in your own name, please advise the shareholder of record (your bank, broker, etc.) that you wish to attend. That firm must provide you with evidence of your ownership which will enable you to gain admittance to the meeting.

A report on the annual meeting will be included in the June issue of Exxon Perspectives, the Corporation's quarterly report to shareholders.

Sincerely yours,

(SIGNATURE OF L. R. RAYMOND
APPEARS HERE)

L. R. RAYMOND
Chairman of the Board

March 4, 1994

YOUR VOTE IS IMPORTANT
PLEASE SIGN, DATE, AND RETURN YOUR PROXY CARD

Notice of Annual Meeting of Shareholders

The annual meeting of shareholders of the Corporation will be held at the Morton H. Meyerson Symphony Center, 2301 Flora Street, Dallas, Texas, on Wednesday, April 27, 1994, beginning at 10:00 a.m., Central Daylight Time, for the following purposes:

to elect directors;

to consider and act upon:

- a proposal concerning ratification of the appointment of independent public accountants, which is RECOMMENDED by the Board of Directors;
- the shareholder proposals set forth on pages 15 and 16, which are OPPOSED by the Board of Directors; and

to transact any other business which properly may be brought before the meeting.

Shareholders of record at the close of business on February 28, 1994 will be entitled to vote at the meeting.

By order of the Board of Directors,

(SIGNATURE OF DAVID L. BAIRD, JR.
APPEARS HERE)

DAVID L. BAIRD, JR.
Secretary

Exxon Corporation
225 E. John W. Carpenter Freeway
Irving, TX 75062-2298
March 4, 1994

Proxy Statement

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GENERAL INFORMATION

Attendance at the annual meeting of shareholders is limited to shareholders of record or their proxies, beneficial owners of Exxon stock having evidence of ownership, and guests of the Corporation.

Any shareholder or shareholder's representative who, because of a disability, may need special assistance or accommodation to allow him or her to participate at the annual meeting of shareholders may request reasonable assistance or accommodation from the Corporation by contacting Exxon Corporation, Investor Relations Department, P.O. Box 160369, Irving, TX 75016-0369, (214) 444-1900. To provide the Corporation sufficient time to arrange for reasonable assistance, please submit all requests by April 14, 1994.

Consideration of certain matters, such as the election of directors, is required at the annual meeting. In addition, by submitting a proposal to the Corporation on a timely basis, a shareholder may present any proposal which is a proper subject for inclusion in the proxy statement and for consideration at the annual meeting.

Shareholder Proposals for 1995 Annual Meeting

Under the current rules of the Securities and Exchange Commission, in order to be included in proxy material for the 1995 annual meeting, a proposal must be received by the Corporation by the close of business on November 4, 1994. It is suggested that a proponent submit any proposal by Certified Mail--Return Receipt Requested. Detailed information for submitting a proposal will be provided upon written request to the Secretary of the Corporation.

Voting

It is the policy of the Corporation that all proxy (voting instruction) cards and ballots, which identify shareholders, be kept secret. Proxy cards are returned in envelopes addressed to the independent tabulator who receives, inspects, and tabulates the proxies. Individual-voted proxies and ballots are not seen by, nor reported to, the Corporation, except in cases where shareholders write comments on their proxy cards or in limited circumstances, such as a proxy solicitation in opposition to the Board of Directors.

The accompanying proxy card is designed to permit each shareholder of record at the close of business on February 28, 1994 to vote in the election of directors and on the proposals described in this proxy statement. If a shareholder is a participant in Exxon's Shareholder Investment Program, the proxy will be used for voting instructions for the number of full shares in the Shareholder Investment Program account as well as shares registered in the participant's name. Shares in the Exxon Thrift Fund are registered in the name of the Trustee-Thrift Fund. A separate proxy must be used for voting instructions for those shares held in a participant's Thrift Fund Account.

The proxy card provides space for a shareholder to withhold voting for any or all nominees for the Board of Directors or to abstain from voting for any proposal if the shareholder chooses to do so. Other than the election of directors, which requires a plurality of the votes cast, each matter to be submitted to the shareholders requires the affirmative vote of a majority of the votes cast at the meeting. For purposes of determining the number of votes cast with respect to any voting matter, only those cast "for" or "against" are included. Abstentions and broker non-votes are counted only for purposes of determining whether a quorum is present at the meeting.

When a signed proxy card is returned with choices specified with respect to voting matters, the shares represented are voted by the Proxy Committee in accordance with the shareholder's instructions to the tabulator. That Committee consists of five directors whose names are listed on the proxy card. A shareholder wishing to name as his or her proxy someone other than those designated on the proxy card may do so by crossing out the names of the five designated proxies and inserting the name of another person to act as his or her proxy. In that case, it will be necessary for the shareholder to sign the proxy card and deliver it to the person named and for the person so named to be present and vote at the meeting. Proxy cards so marked should not be mailed directly to the Corporation.

If a signed proxy card is returned and the shareholder has made no specifications with respect to voting matters, the shares will be voted for the nominees for director identified on pages 4 through 7, for the Board of Directors proposal described on pages 14 and 15, and against the shareholder proposals described on pages 15 and 16. A shareholder who has returned a proxy may revoke it at any time before it is voted at the meeting by executing a later-dated proxy, by voting by ballot at the meeting, or by filing with the Inspectors of Election an instrument of revocation.

Annual Report

Securities and Exchange Commission rules require that an annual report precede or accompany proxy material. More than one annual report need not be sent to the same address, if the recipient agrees. If more than one annual report is being sent to your address, at your request, mailing of the duplicate copy to the account you select will be discontinued. You may so indicate in the space provided on the proxy card.

BOARD OF DIRECTORS

The Board met eleven times in 1993. It meets regularly to review significant developments affecting Exxon and to act on matters requiring Board approval. The Board reserves certain powers and functions to itself; in addition, it has requested that the Chief Executive Officer refer certain matters to it. The Board normally considers dividend action in January, April, July, and October. At its February meeting, it reviews and approves the annual report to shareholders for the prior year, the annual report on Form 10-K to be filed with the Securities and Exchange Commission, and the proxy material for the forthcoming annual meeting of shareholders. In November, it normally reviews Exxon's capital investment plans for the coming years.

The directors are elected annually by the shareholders of the Corporation. Eleven are to be elected for the coming year. All nominees are presently serving as directors. All current nominees were elected at the last annual meeting of shareholders.

Eight of the nominees are not Exxon employees. They include business executives, a senior marine scientist, and an educator with extensive administrative experience. The other three nominees are Exxon executive officers with broad service and experience in a variety of the Corporation's worldwide activities. Personal information for each nominee is given in the "Election of Directors" section of this proxy statement, including combined attendance at meetings of the Board and, as pertinent for each director, at meetings of Board committees.

Nonemployee directors cannot stand for reelection after they have reached age 70, as in the case of Lord Laing of Dunphail who is not standing for reelection at the forthcoming annual meeting of shareholders.

Employee directors are not compensated for services as a director. Nonemployee directors receive annual compensation at the rate of $35,000 and a fee of $1,250 for each Board of Directors and Board committee meeting attended. Exclusive of service on the Executive Committee, they also receive annual compensation at the rate of $3,000 for each Board committee membership and an additional $5,000 for serving as chairman of a Board committee. Each nonemployee director who normally travels in excess of 3,000 miles to attend Board meetings is paid a travel allowance equivalent to the current Board meeting fee for each trip to attend Board meetings in North America. Nonemployee directors are given the opportunity to elect to defer all or part of their compensation and fees.

Under the shareholder-approved Restricted Stock Plan for Nonemployee Directors ("Plan"), each person who becomes a nonemployee director for the first time is granted an award of 1,500 shares of restricted Common Stock effective as of the date the individual becomes a nonemployee director. Each incumbent nonemployee director also is granted an award of 200 shares of restricted Common Stock at the beginning of each year.

The shares of restricted Common Stock are registered in the nonemployee director's name but held by the Corporation and, while restricted, are nontransferable. The nonemployee director receives cash dividends and has voting rights during the restricted period. The restricted period expires at the earlier to occur of the nonemployee director's normal termination of service on the Board (1) after reaching the age (currently 70) at which the nonemployee director may no longer stand for reelection or (2) by reason of disability or death.

Upon expiration of the restricted period, the nonemployee director will receive the shares free of all restrictions. Should a nonemployee director cease to be a member of the Board during the restricted period, all of the shares of restricted Common Stock then held will be forfeited to the Corporation. However, the Board has the power to end the restricted period earlier with respect to any particular nonemployee director and to discontinue granting awards under the Plan.

Committees of the Board

The Board has established a number of standing committees to assist it in the discharge of its responsibilities. The principal responsibilities of each committee are described in the succeeding paragraphs. Actions taken by any committee of the Board are reported to the Board of Directors, usually at its next meeting or by written report. Respective memberships on the various standing committees are identified in the annual report and in the personal information on each director in this proxy statement.

The Audit Committee, composed of five directors who are not employees of Exxon or its affiliates, met three times in 1993. Each year it recommends the appointment of a firm of independent public accountants to examine the financial statements of the Corporation and its subsidiaries for the coming year. In making this recommendation, it reviews the nature of audit services rendered, or to be rendered, to Exxon and its subsidiaries by the independent public accountants and also reviews the nature of nonaudit-related services rendered to the Corporation and its subsidiaries. It reviews with representatives of the independent public accountants the auditing arrangements and scope of the independent public accountants' examination of the financial statements, results of those audits, their fees, and any problems identified by the independent public accountants regarding internal accounting controls,

together with their recommendations. It also meets with Exxon's Controller and the General Auditor to review reports on the functioning of Exxon's programs for compliance with its policies and procedures regarding ethics and those regarding financial controls and internal auditing. This includes an assessment of internal controls within the Corporation and its subsidiaries based upon the activities of Exxon's internal auditing staffs as well as an evaluation of the performance of those staffs. The Committee is also prepared to meet at any time upon request of the independent public accountants, the Controller, or the General Auditor to review any special situation arising in relation to any of the foregoing subjects.

The Board Advisory Committee on Contributions consists of five directors. It met twice in 1993 to review, among other matters, the general levels and areas of Exxon's financial support for public service programs, including the Corporation's contributions to the Exxon Education Foundation, which supports programs to improve the quality of education.

The Board Compensation Committee, consisting of four directors who are not employees of Exxon or its affiliates, met eight times in 1993. The Chief Executive Officer and President do not attend Board Compensation Committee meetings, except upon invitation by the chairman of the Committee. This Committee makes recommendations to the Board of Directors as to the salaries of the Chairman of the Board and the President, sets the salaries of the other elected officers, and reviews salaries of certain other senior executives. It grants incentive compensation to elected officers and other senior executives and reviews guidelines for the administration of Exxon's incentive programs. It also reviews and approves or makes recommendations to the Board of Directors on any proposed plan or program which would benefit primarily the senior executive group. Each year the Committee reviews an independent analysis, prepared by a leading public accounting firm, of the competitiveness of Exxon's top management compensation and reviews summary results of various salary surveys, as well as competitive data developed by Exxon's executive compensation staff.

The Nominating Committee, which met once in 1993, consists of six directors who are not employees of Exxon or its affiliates. It recommends to the Board the director nominees proposed in the proxy statement for election by the shareholders. It reviews the qualifications of, and recommends to the Board, candidates to fill Board vacancies as they may occur during the year. The Committee considers suggestions from many sources, including shareholders, regarding possible candidates for director. Such suggestions, together with appropriate biographical information, should be submitted to the Secretary of the Corporation. Board-approved guidelines and criteria regarding the qualifications of candidates for director, insofar as they apply to nonemployees, give considerable weight to a candidate's experience as a manager of a relatively large, complex business, educational, or other organization which equips the individual to deal with complex problems. The Committee also reviews proposed changes in the compensation of nonemployee directors as well as in the benefits, such as travel accident insurance, which have been extended to them. The Committee makes such recommendations to the Board of Directors as it deems advisable.

The Public Issues Committee, consisting of six directors, has as its principal responsibilities the review of the Corporation's policies, programs, and practices on public issues of significance, including their effects on the environment, safety, and health. The Committee met three times in 1993 and considered varying subjects, including reports of reviews undertaken by operating units with respect to environmental and safety activities. The

Committee also toured operating sites to observe current practices, including spill and hazard prevention.

The Executive Committee consists of five directors. Although the Committee has very broad powers, in practice, it meets only infrequently to take formal action on a specific matter when it would be impractical to call a meeting of the Board. The Committee did not meet in 1993. Directors who are not regular members of the Committee are alternate members and, if necessary to establish a quorum for a meeting, one or more of them is called to attend the meeting in accordance with a rotational schedule adopted by the Board.

The Finance Committee, consisting of two directors, held one meeting and acted by written consent in lieu of meeting seven times in 1993. As required, the Board delegates specific authority to the Committee to act on behalf of the Board in authorizing the issuance or guarantee of corporate debt and other financial matters.

1. ELECTION OF DIRECTORS

Directors are elected to serve until the next annual meeting of shareholders. Although the Board of Directors does not contemplate that any of the nominees named will be unavailable for election, in the event a vacancy in the slate of nominees is occasioned by death or other unexpected occurrence, the proxy will be voted for the election of a replacement nominee, if one is designated by the Board.

Nominees for director

RANDOLPH W. BROMERY
President,
Springfield College,
Springfield,
Massachusetts

Commonwealth Professor,
Emeritus, University of
Massachusetts at Amherst

President, Geoscience
Engineering Corporation

Chairman--Nominating Committee
Vice Chairman--Public Issues Committee
Member--Executive Committee

Director since 1977
Age 68
Exxon shares owned* 3,396
Board/Board committee attendance+100%

(PHOTO OF RANDOLPH W. BROMERY APPEARS HERE)

Received doctorate in geology from The Johns Hopkins University. With U.S. Geological Survey from 1948 until joining University of Massachusetts at Amherst in 1967. Professor of geophysics and chairman, department of geology and geography, 1968-69; vice chancellor--student affairs, 1969-70, chancellor, 1971-79; chancellor, Massachusetts Board of Regents for Higher Education, 1990-91. Served temporarily as executive vice president, University of Massachusetts System, 1977-78. President, Geoscience Engineering Corporation (geological and geophysical services). Elected president, Springfield College in 1993. Past president and fellow, Geological Society of America. Acting president, Westfield State College, 1988-90. Director, Chemical Banking Corporation; John Hancock Mutual Life Insurance Company; NYNEX Corporation. Trustee, The Johns Hopkins University. Member, Corporation of Woods Hole Oceanographic Institution; Cosmos Club; Council on Foreign Relations, Inc.; New York Academy of Sciences; Society of Exploration Geophysicists. Fellow, American Association for the Advancement of Science.

D. WAYNE CALLOWAY
Chairman of the Board
and Chief Executive
Officer, PepsiCo, Inc.

Chairman--Audit Committee
Member--Board Compensation Committee

Director since 1988
Age 58
Exxon shares owned* 3,500
Board/Board committee attendance+95%

(PHOTO OF D. WAYNE CALLOWAY APPEARS HERE)

Received bachelor of business administration degree from Wake Forest University. Joined PepsiCo, Inc. (beverages, snack foods, and restaurants) in 1967. Elected president and chief operating officer of Frito-Lay, Inc. in 1976, and chairman of the board and chief executive officer in 1978; executive vice president, chief financial officer, and director of PepsiCo in 1983, president and chief operating officer in 1985, and chairman and chief executive officer in 1986. Director, Citicorp; General Electric Company; Grocery Manufacturers of America. Member, The Business Council; The Business Council of New York State; policy committee, The Business Roundtable; Trilateral Commission. Chairman, board of trustees, Wake Forest University.

JESS HAY
Chairman of the Board

(PHOTO OF JESS HAY

Received bachelor of business administration degree in 1953 and

and Chief Executive Officer, Lomas Financial Corporation

Member--Board Advisory Committee on Contributions, Board Compensation Committee, and Executive Committee

Director since 1981
Age 63
Exxon shares owned* 7,800
Board/Board committee attendance+100%

APPEARS HERE)

law degree in 1955 from Southern Methodist University. Practiced law in Dallas, Texas prior to joining Lomas Financial Corporation (mortgage banking and other financial services) in 1965. Elected president and chief executive officer in 1965 and chairman and chief executive officer in 1969. Also chairman and chief executive officer of Lomas Mortgage USA, Inc. Director, The Dial Corporation; MCorp; Southwestern Bell Corporation; Trinity Industries, Inc. Trustee, Liberte' Investors. Member of the board, Greater Dallas Planning Council; Southwestern Medical Foundation; Texas Foundation for Higher Education; Texas Research League; Zale-Lipshy Hospital of Dallas. Member, American, Dallas, and Texas Bar Associations.

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*+See Notes on page 7.

WILLIAM R. HOWELL
Chairman of the Board and Chief Executive Officer, J. C. Penney Company, Inc.

Chairman--Board Compensation Committee
Member--Audit Committee and Executive Committee

Director since 1982 Age 58
Exxon shares owned* 2,900
Board/Board committee attendance+95%

(PHOTO OF WILLIAM R. HOWELL APPEARS HERE)

Received bachelor of business administration degree from the University of Oklahoma. Joined J. C. Penney Company, Inc. (department stores and catalog chain) in 1958. Elected executive vice president and director in 1981, vice chairman in 1982, and chairman and chief executive officer in 1983. Director, Bankers Trust New York Corporation and Bankers Trust Company; Halliburton Co.; Warner-Lambert Company; Dallas Citizens Council; National Organization on Disability; National Retail Federation.

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PHILIP E. LIPPINCOTT
Chairman and Chief Executive Officer, Scott Paper Company/1/

Vice Chairman--Board Compensation Committee
Member--Board Advisory Committee on Contributions and Nominating Committee

Director since 1986 Age 58
Exxon shares owned* 3,500
Board/Board committee attendance+95%

(PHOTO OF PHILIP E. LIPPINCOTT APPEARS HERE)

Holds bachelor of arts degree from Dartmouth College and a master of business administration degree in food distribution from Michigan State University. Joined Scott Paper Company (sanitary paper, printing and publishing papers, and forestry operations) in 1959. Elected vice president--marketing in 1972, director in 1978, president and chief operating officer in 1980, chief executive officer in 1982, and chairman in 1983. Director, Campbell Soup Company; Fox Chase Cancer Center; Grocery Manufacturers of America. Director and member of executive committee, American Forest & Paper Association. Trustee, The Penn Mutual Life Insurance Company. Member, The Business Council; The Conference Board; boards of overseers, The Dartmouth Institute and Wharton School, University of Pennsylvania.

/1/ Mr. Lippincott has announced that he plans to retire from Scott Paper Company on April 1, 1994.

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MARILYN CARLSON NELSON
Director and Vice Chairman, Carlson Holdings, Inc.

Member--Audit Committee, Board Advisory Committee on Contributions, and Nominating Committee

Director since 1991 Age 55
Exxon shares owned* 3,600
Board/Board committee attendance+88%

(PHOTO OF MARILYN CARLSON NELSON APPEARS HERE)

Received bachelor's degree in international economics from Smith College. Joined Carlson Holdings, Inc. (travel, hotels, restaurants, and marketing services) in 1989 as a director and senior vice president and became vice chairman in December 1991. Owner, Minnesota Banc Holding Company, which owns Citizens State Bank of Waterville, Minnesota and Citizens State Bank of Montgomery, Minnesota and serves as Chairman of both banks. Director, Carlson Companies, Inc.; First Bank System; U.S. West, Inc.; Hubert H. Humphrey Institute of Public Affairs; United Way of America, 1984-90. Trustee, Macalester College, 1974-80; Smith College, 1980-85. Chairman, Minnesota Super Bowl 1992 Task Force. Member, Bretton Woods Committee;

Center for International Leadership; Committee for Economic Development (CED); Committee of 200. Awards, Career Achievement, Sales and Marketing Executives of Minneapolis; Directors' Choice Award, National Womens Economic Alliance Foundation; Extraordinary Leadership, Greater Minneapolis Chamber of Commerce; "Others" Award, Salvation Army. Holds honorary degrees of Doctor of Humane Letters from The College of St. Catherine and Gustavus Adolphus College.

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*+See Notes on page 7.

LEE R. RAYMOND
Chairman of the Board
Chairman--Executive Committee and Finance Committee

Director since 1984
Age 55

Exxon shares owned* 75,439
Board/Board committee attendance+100%

(PHOTO OF LEE R. RAYMOND APPEARS HERE)

Received bachelor's degree in chemical engineering from the University of Wisconsin in 1960 and a Ph.D. in the same discipline from the University of Minnesota in 1963. That year, joined Exxon as a production research engineer in Tulsa, Oklahoma. Held various positions with Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon International Company; Exxon Enterprises. Became president of Esso Inter-America Inc. in 1983. Elected senior vice president and director of the Corporation in 1984, president in 1987, and became chairman and chief executive officer in 1993. Director, J. P. Morgan & Co. Incorporated; Morgan Guaranty Trust Company of New York; American Petroleum Institute; New American Schools Development Corporation; United Negro College Fund. Trustee, Southern Methodist University; Wisconsin Alumni Research Foundation. Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Trilateral Commission; University of Wisconsin Foundation.

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CHARLES R. SITTER
President
Chairman--Board Advisory Committee on Contributions
Vice Chairman--Executive Committee and Finance Committee
Member--Public Issues Committee

Director since 1985
Age 63
Exxon shares owned* 114,790
Board/Board committee attendance+100%

(PHOTO OF CHARLES R. SITTER APPEARS HERE)

Holds bachelor's degree from George Washington University and master's degree from the Fletcher School of Law and Diplomacy. Joined the Exxon organization in 1957 and spent most of his early career in positions concerned with the Corporation's operations in the Asia-Pacific area, including assignments in India and Australia. Joined Exxon Company, U.S.A. in 1973, becoming manager of its Supply Department in 1974 and senior vice president in 1976. Elected vice president--corporate planning, Exxon Corporation, in 1979 and executive vice president, Esso Europe Inc., in 1981. Returned to Exxon Company, U.S.A. as executive vice president in 1983. Elected senior vice president and director of the Corporation in 1985, and became president in 1993. Member, The Conference Board; board of visitors, Fletcher School of Law and Diplomacy; board of overseers, Hoover Institute. Director, American Petroleum Institute; Council for Aid to Education; Dallas Citizens Council; Junior Achievement of Dallas; United Way of Metropolitan Dallas.

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JOHN H. STEELE
President Emeritus, Corporation of Woods Hole Oceanographic Institution

Member--Nominating Committee and Public Issues Committee

Director since 1989
Age 67

(PHOTO OF JOHN H. STEELE APPEARS HERE)

Received bachelor of science degree in 1946 and doctorate of science in 1963 from University College, London University. With Marine Laboratory, Aberdeen, Scotland as marine scientist, 1951-66; senior principal scientific officer, 1966-73; deputy director, 1973-77. Joined Woods Hole Oceanographic Institution, Massachusetts, in 1977 as director. Elected president of Corporation of Woods Hole Oceanographic

Exxon shares owned* 3,301
Board/Board committee attendance+93%

Institution in 1984. Award, Alexander Agassiz Medal, National Academy of Sciences. Trustee, Robert Wood Johnson Foundation. Member, National Geographic Society's Committee for Research and Exploration. Fellow, Royal Society of London; American Academy of Arts and Sciences. U.S. Delegate to International Council for Exploration of the Sea.

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*+See Notes on page 7.

ROBERT E. WILHELM
Senior Vice President
Member--Board Advisory Committee on Contributions and Public Issues Committee

Director since 1992
Age 53
Exxon shares owned* 50,862
Board/Board committee attendance+100%

(PHOTO OF ROBERT E. WILHELM APPEARS HERE)

Principal responsibilities include the Corporation's worldwide refining, marketing, and transportation activities; Exxon Company, U.S.A.; Exxon Research and Engineering Company; public affairs. Received bachelor's degree from Massachusetts Institute of Technology and master of business administration from Harvard University. Joined the Exxon organization in 1963 and held various managerial positions in domestic and foreign operations. Became vice president--petroleum products of Esso Europe Inc. in 1981; director and president of Esso Inter-America, Inc. in 1984; executive vice president of Exxon Company, International in 1986. Elected senior vice president of the Corporation in 1990 and director in 1992. Vice chairman, Council of the Americas. Member, Coal Industry Advisory Board of the International Energy Agency; Council on Foreign Relations; board of governors, Foreign Policy Association; Massachusetts Institute of Technology Political Science Visiting Committee. Vice President, Circle 10 Council of Boy Scouts of America. Trustee, Greenhill School, Dallas, Texas.

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JOSEPH D. WILLIAMS
Retired Chairman of the Board and Chief Executive Officer, Warner-Lambert Company

Chairman--Public Issues Committee Member--Audit Committee and Nominating Committee

Director since 1988 Age 67
Exxon shares owned* 14,001
Board/Board committee attendance+100%

(PHOTO OF JOSEPH D. WILLIAMS APPEARS HERE)

Received bachelor's degree in chemistry and pharmacy from the University of Nebraska College of Pharmacy. Joined Warner-Lambert Company (pharmaceuticals and consumer health products) in 1950 where he spent all of his business career. Elected president in 1979, chief operating officer in 1980, chief executive officer in January 1985, and chairman of the board in July 1985. Retired September 1991. Director, American Telephone and Telegraph Company; J. C. Penney Company, Inc.; Rockefeller Financial Services, Inc.; Warner-Lambert Company; Thrift Drug Inc. Chairman, board of trustees, Liberty Science Center. Member, board of trustees, Columbia University; Project HOPE; United Negro College Fund.

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*+See Notes below.

NOTES

* As of January 31, 1994, all directors and nominees beneficially owned (as this term is interpreted by the Securities and Exchange Commission ("SEC")) an aggregate of 286,089 shares of Exxon Corporation Common Stock, representing in the case of each director or nominee less than 0.1 percent of the outstanding shares. The foregoing includes 846 shares held jointly by Dr. Bromery and his spouse; 25 shares held in an Individual Retirement Account for Dr. Bromery's spouse; 4,300 shares held in a defined benefit plan for Mr. Hay; 1,500 shares held in a trust for the benefit of Mrs. Nelson; 600 shares held by Mr. Raymond's mother over which he has power of attorney; 801 shares held jointly by Dr. Steele and his spouse; 1,535 shares held jointly by Mr. Wilhelm and his spouse; and 1,848 shares held in trust for the benefit of Mr. Wilhelm's children. As of the same date, each of the other executive officers named in the Summary Compensation Table shown on page 8 beneficially owned (as so interpreted) less than 0.1 percent of the outstanding shares of Exxon Corporation Common Stock as follows: Mr. Rawl, 249,924 shares, including 75,556 shares held in trust for the benefit of his

children and grandchildren; Mr. Harrison, 69,513 shares; and Mr. Hess, 47,849 shares, including 6,200 shares held by his spouse. As of the same date, all directors and executive officers as a group beneficially owned (as so interpreted) 868,416 shares of Exxon Corporation Common Stock, representing in the aggregate less than 0.1 percent of the outstanding shares and including 18,063 shares held by their immediate families or family trusts. Beneficial ownership of shares held by their immediate families or family trusts has been, or is being, specifically disclaimed by certain nominees and officers in ownership reports filed with the SEC.

The trustee of the Corporation's Thrift Plan holds all the outstanding shares of Exxon Corporation Class A Preferred Stock described on page 17 and has the right to vote such shares. The trustee is comprised of four executive officers and an officer of a division, none of whom is a director or nominee.

These amounts do not include shares of Exxon Corporation Common Stock covered by exercisable options, as follows: Mr. Raymond, 895,000; Mr. Sitter, 723,305; Mr. Wilhelm, 335,000; Mr. Harrison, 240,000; Mr. Hess, 179,305; Mr. Rawl, 994,355; and all directors and executive officers as a group, 4,246,824. When shares so covered are added to shares beneficially owned by any director, nominee, or named executive officer, the percentage for such person, as of January 31, 1994, still does not exceed 0.1 percent of the outstanding shares, and the aggregate for all directors and executive officers as a group, as of the same date, is less than 0.5 percent.

+ Indicates for 1993 the percentage of meetings attended by each nominee out of the total number of meetings of the Board and of committees of the Board on which such nominee served.

Transactions with Management

The Corporation and its affiliates have transactions in the ordinary course of business with unaffiliated corporations of which certain of the nonemployee directors are executive officers. The Corporation does not consider the amounts involved in such transactions material by any reasonable standard.

EXECUTIVE COMPENSATION

Summary Compensation Table

The Summary Compensation Table shows certain compensation information for the former Chief Executive Officer who retired May 31, 1993, the current Chief Executive Officer, and the four other most highly compensated executive officers for services rendered in all capacities during the fiscal years ended December 31, 1993, 1992, and 1991. This information includes the dollar value of base salaries, bonus awards and long term incentive plan payouts, the number of stock options and stock appreciation rights ("SARs") granted, restricted stock awards, and certain other compensation, if any, whether paid or deferred.

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

		Annual Compensation			Long Term Compensation			
					Awards		Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)(b)	Restricted Stock Award(s)($)(c)	Options/ SARs (#)	LTIP Payouts ($)(d)	All Other Compensation ($)(b)(e)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
L. G. Rawl	1993	914,102(a)	250,000	6,692	-0-	-0-	375,000	47,353
Chairman and CEO	1992	1,450,000	505,000	14,540	-0-	-0-	-0-	106,314
(To 4/28/93)	1991	1,300,000	505,000		-0-	215,000	645,000	
(Retired 5/31/93)								
L. R. Raymond	1993	1,143,333	500,000	15,521	620,000	200,000	255,000	82,046
Chairman and CEO	1992	1,010,000	352,000	11,286	-0-	180,000	-0-	71,508
(4/28/93 to 12/31/93)	1991	891,667	352,000		-0-	180,000	431,250	
C. R. Sitter	1993	841,667	325,000	8,654	-0-	140,000	189,000	69,307
President and Director	1992	757,500	245,000	4,763	-0-	120,000	-0-	61,302
	1991	687,500	245,000		-0-	120,000	341,250	
R. E. Wilhelm	1993	625,000	200,000	28,932	217,000	100,000	109,500	45,775
Senior Vice President	1992	550,000	163,000	1,689	-0-	100,000	-0-	40,160
and Director	1991	480,000	157,000		-0-	90,000	167,250	
C. M. Harrison	1993	593,333	165,000	4,596	-0-	100,000	102,000	43,451
Senior Vice President	1992	525,000	131,000	33,496	-0-	60,000	-0-	37,807
	1991	460,000	129,000		-0-	40,000	175,500	
E. J. Hess	1993	500,000	120,000	6,563	155,000	50,000	67,500	39,413
Senior Vice President	1992	438,333	85,000	4,070	-0-	33,000	-0-	33,933
	1991	399,167	89,500		-0-	30,000	122,250	

</TABLE>

(a) Includes $268,269 representing forty-five days of salary for vacation earned, but not taken at retirement.
(b) In accordance with transitional provisions applicable to the SEC's recently expanded rules on executive compensation disclosure in proxy statements, amounts of Other Annual Compensation and All Other Compensation have not been included for fiscal year 1991.
(c) The values set forth in the column above for restricted stock awards are as of 12/1/93, the date of grant of Career Shares. On 12/31/93, these were the only shares of restricted stock held by the named executive officers. The number of shares held and their values on 12/31/93 were as follows: Mr. Raymond, 10,000 shares valued at $631,250; Mr. Wilhelm, 3,500 shares valued at $220,938; and Mr. Hess, 2,500 shares valued at $157,813. The 12/31/93 values are based on the 12/31/93 closing market stock price of $63 1/8 and do not take into account any diminution of value attributable to the career duration restrictions on such shares. Normal common dividends are paid on these shares. Career Shares are described on page 13.
(d) Represents settlements of Earnings Bonus Units ("EBUs"), which the SEC rules categorize as long term incentive plan ("LTIP") payouts, since EBUs serve as incentive for performance to occur over a period longer than one fiscal year. The Corporation, however, considers EBUs to be short term awards, as described on page 12. Payouts shown for 1991 were for EBUs awarded in 1988 and 1989. Payouts shown for 1993 were for EBUs awarded in 1990.
(e) All Other Compensation for 1993 includes matching credits by the Corporation under the Corporation's Thrift Plan and the related supplemental thrift plans ($38,750 for Mr. Rawl; $68,600 for Mr. Raymond; $52,541 for Mr. Sitter; $39,475 for Mr. Wilhelm; $36,829 for Mr. Harrison; and $31,133 for Mr. Hess) and the Corporation's cost allocation of supplemental life insurance ($8,603 for Mr. Rawl; $13,446 for Mr. Raymond; $16,766 for Mr. Sitter; $6,300 for Mr. Wilhelm; $6,622 for Mr. Harrison; and $8,280 for Mr. Hess).

OPTION/SAR GRANTS IN LAST FISCAL YEAR

The table below shows information regarding grants of stock options and SARs, if any, made to the named executive officers under Exxon's 1993 Incentive Program during the fiscal year ended December 31, 1993. The amounts shown for each of the named executive officers as potential realizable values are based on arbitrarily assumed annualized rates of stock price appreciation of five percent and ten percent over the full ten-year term of the options, which would result in stock prices of approximately $103.61 and $164.63, respectively. The amounts shown as potential realizable values for all shareholders representthe corresponding increases in the market value of 1,241,889,413 outstanding shares of Exxon Common Stock held by all shareholders (other than the Corporation) as of January 31, 1994, which would total approximately $49.7 billion and $125.5 billion, respectively. No gain to the optionees is possible without an increase in stock price which will benefit all shareholders proportionately. These potential realizable values are based solely on arbitrarily assumed rates of appreciation required by applicable SEC regulations. Actual gains, if any, on option or SAR exercises and common stockholdings are dependent on the future performance of Exxon Common Stock. There can be no assurance that the potential realizable values shown in this table will be achieved.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

	Individual Grants (a)				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
Name	Number of Securities Underlying Options/SARs Granted (#)	% of Total Options/SARs Granted to Employees in Fiscal Year (b)	Exercise or Base Price ($/Sh)	Expiration Date	If Stock At $103.61 5% ($)	If Stock At $164.63 10% ($)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
All Shareholders' Stock Appreciation	N/A	N/A	N/A	N/A	49.7 billion	125.5 billion
L. G. Rawl	-0-	N/A	N/A	N/A	N/A	N/A
L. R. Raymond	200,000	3.4%	63.5625	11/23/03	8,008,875	20,212,875
C. R. Sitter	140,000	2.3%	63.5625	11/23/03	5,606,213	14,149,013
R. E. Wilhelm	100,000	1.7%	63.5625	11/23/03	4,004,438	10,106,438
C. M. Harrison	100,000	1.7%	63.5625	11/23/03	4,004,438	10,106,438
E. J. Hess	50,000	0.8%	63.5625	11/23/03	2,002,219	5,053,219

</TABLE>

(a) Stock options are awarded at the fair market value of shares of Exxon Common Stock at the date of award and become exercisable one year from such date if the optionee has not died or terminated. Such options lapse at the earliest of ten years after award, five years after the optionee's normal termination of employment, one year after the optionee's death, or at the time of the optionee's termination of employment otherwise than normally. No SARs were awarded in 1993.
(b) Total options granted = 5,965,350

Aggregated Option/SAR Exercises in Last Fiscal Year and Fiscal Year-End Option/SAR Values

The following table summarizes for each of the named executive officers the number of stock options and SARs, if any, exercised during the fiscal year ended December 31, 1993, the aggregate dollar value realized upon exercise, the total number of unexercised options and SARs, if any, held at December 31, 1993, and the aggregate dollar value of in-the-money, unexercised options and SARs, if any, held at December 31, 1993. Value realized upon exercise is the difference between the fair market value of the underlying stock on the exercise date and the exercise or base price of the option or SAR. Value of unexercised, in-the-money options or SARs at fiscal year-end is the difference between its exercise or base price and the fair market value of the underlying stock on December 31, 1993, which was $63 1/8 per share. These values, unlike the amounts set forth in the column headed "Value Realized," have not been, and may never be, realized. The underlying options or SARs have not been, and may never be, exercised; and actual gains, if any, on exercise will depend on the value of Exxon Common Stock on the date of exercise. There can be no assurance that these values will be realized. Unexercisable options are those which have been held for less than one year.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR
AND FY-END OPTION/SAR VALUES

<TABLE>
<CAPTION>

Name	Number of Shares Underlying Options/SARs Exercised (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options/SARs at FY-End (#)		Value of Unexercised, In-the-Money Options/SARs at FY-End ($) (a)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
L. G. Rawl	13,515	274,349	994,355	-0-	14,828,873	-0-
L. R. Raymond	75,000	2,008,194	895,000	200,000	10,234,375	-0-
C. R. Sitter	51,325	1,675,691	723,305	140,000	10,006,573	-0-
R. E. Wilhelm	33,000	867,531	335,000	100,000	2,990,500	-0-
C. M. Harrison	-0-	-0-	240,000	100,000	2,829,750	-0-
E. J. Hess	19,057	699,985	179,305	50,000	2,529,167	-0-

</TABLE>
(a) In-the-Money Options/SARs are those where the fair market value of the underlying securities exceeds the exercise or base price of the option or SAR. The named executive officers hold no other options or SARs.

Long Term Incentive Plans--Awards in Last Fiscal Year

The following table shows information regarding Earnings Bonus Units ("EBUs") awarded to the named executive officers under Exxon's 1993 Incentive Program during the fiscal year ended December 31, 1993. Each EBU entitles the holder to an amount in cash equal to the cumulative net income per share of Exxon Corporation Common Stock, as announced quarterly commencing with the first full quarter following the date of award, payable on the fifth anniversary of the unit's date of grant, or earlier upon achieving the maximum settlement value of $7.50 per unit. Although the Corporation considers EBUs to be short term awards as described on page 12, the SEC rules categorize EBUs as long-term incentive awards since EBUs serve as incentive for performance to occur over a period longer than one fiscal year. No amounts are shown in the table as "target" or "threshold" future payouts because no such payout levels are set or contemplated under the 1993 Incentive Program.

LONG TERM INCENTIVE PLANS--AWARDS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

Name	Number of Shares, Units or Other Rights (#)	Performance or Other Period Until Maturation or Payout	Estimated Future Payouts Under Non-Stock Price-Based Plans Maximum ($)
<S>	<C>	<C>	<C>
L. G. Rawl	33,340	5 years maximum	250,050

L. R. Raymond	60,000	5 years maximum	450,000
C. R. Sitter	40,000	5 years maximum	300,000
R. E. Wilhelm	26,000	5 years maximum	195,000
C. M. Harrison	22,000	5 years maximum	165,000
E. J. Hess	16,000	5 years maximum	120,000

</TABLE>

Pension Plan Table

Under Exxon's current Annuity Plan, subject to age and service requirements, an employee acquires a right to a yearly annuity upon retirement. The yearly annuity is equal to 1.6 percent of the average annual 36-month pay times years of accredited service, less up to half of the estimated Old Age Social Security benefit payable. The following table illustrates the approximate yearly undiscounted annuity which may become payable under the Annuity Plan and the related supplemental annuity plans to an employee in the higher salary classifications, including those named in the Summary Compensation Table shown on page 8. Whether these amounts actually become payable in whole or in part depends on the contingencies and conditions governing the Annuity Plan.

ESTIMATED UNDISCOUNTED ANNUITY

<TABLE>
<CAPTION>

Average Annual 36-Month Pay*	Years of Accredited Service 30	35	40	45
<S>	<C>	<C>	<C>	<C>
$ 600,000	$ 288,000	$ 336,000	$ 384,000	$ 432,000
900,000	432,000	504,000	576,000	648,000
1,200,000	576,000	672,000	768,000	864,000
1,500,000	720,000	840,000	960,000	1,080,000
1,800,000	864,000	1,008,000	1,152,000	1,296,000
2,100,000	1,008,000	1,176,000	1,344,000	1,512,000
2,400,000	1,152,000	1,344,000	1,536,000	1,728,000

</TABLE>

* Average annual 36-month pay includes salary for the 36 consecutive months of highest earnings during the last ten years of employment and short term bonus awards, including Earnings Bonus Units ("EBUs"). The bonus awards included in the computation are the highest three awards granted during the final five years of employment. For purposes of this computation, EBUs are valued at their maximum settlement value. See the Long Term Incentive Plans table on page 10 for data on 1993 awards of EBUs to the named executive officers. For the executive officers named in the Summary Compensation Table on page 8, average annual 36-month pay includes amounts shown in the "Salary" and "Bonus" columns of that table, as well as EBU awards shown in the Long Term Incentive Plans table.
  As of January 31, 1994, average annual 36-month pay and years of accredited service for the executive officers named in the Summary Compensation Table are as follows: Mr. Rawl, $2,274,173, 42 years; Mr. Raymond, $1,812,222, 31 years; Mr. Sitter, $1,302,222, 40 years; Mr. Wilhelm, $900,417, 33 years; Mr. Harrison, $814,056, 42 years; and Mr. Hess, $646,222, 37 years.
  The amounts shown above are based on the normal form of annuity under the Annuity Plan with 60 monthly payments guaranteed and are before deduction for the estimated Old Age Social Security benefit referred to on page 10.

Board Compensation Committee Report on Executive Compensation

Exxon's executive compensation program is designed to motivate, reward, and retain the management talent needed to achieve its business objectives and maintain its position of leadership in the petroleum industry.

It does this by providing incentives to achieve short-term and long-term objectives, by rewarding exceptional performance and accomplishments that contribute to the business, and by utilizing competitive base salaries that recognize a philosophy of career continuity.

Exxon's financial success is highly dependent upon its long-term capital investment strategy and decisions that focus on the Corporation's future results. The nature of the petroleum business requires long-term and capital-intensive investments, which often take years to generate returns to shareholders. Therefore, incentive awards are granted with an orientation towards long-term corporate performance and may not fluctuate as greatly as year-to-year corporate financial results.

In keeping with this long-term view and the highly technical and capital-intensive nature of the petroleum business, retention of executives who have developed the skills and expertise required to lead a global organization is vital to Exxon's competitive strength. Retention and motivation of these individuals is, and will continue to be, key to the Corporation's success.

The philosophical basis of the compensation program is to pay for performance and the level of responsibility of an individual's position. Assessments of both individual and corporate performance influence executives' compensation levels. It is important to encourage a performance-based environment that motivates individual performance by recognizing the past year's results and by providing incentives for further improvement in the future. This includes the ability to implement the Corporation's business plans as well as to react to unanticipated external factors that can have a significant impact on corporate performance. Compensation decisions for all executives, including the named executive officers and Chief Executive Officer ("CEO"), are based on the same criteria.

Recently enacted federal income tax legislation has limited the deductibility, effective January 1, 1994, of certain compensation paid to the CEO and the four other most highly compensated executives. The U.S. Treasury Department has issued proposed interpretive regulations, which were open for comment until February 22, 1994. These regulations are currently under review within the Corporation. No policy determination regarding this matter has yet been made.

There are three major components of Exxon's compensation program: Base Salary, Short Term Awards, and Long Term Incentive Awards.

Base Salary

A competitive base salary is vital to support the philosophy of management development and career

orientation of executives and is consistent with the long-term nature of Exxon's business.

Salary budget expenditures and adjustments to the salary program structure are a result of annual reviews of competitive positioning (how Exxon's salary structure for comparable positions compares with that of other companies), business performance, and general economic factors. While there is no specific weighting of these factors, competitive positioning is the primary consideration in setting the salary budget expenditures. Business and other economic factors, such as net income and estimates of inflation, are secondary considerations. In determining competitive position, a number of surveys are utilized. Primary consideration is given to the U.S.-based oil companies included in the industry group used for comparing share investment performance on page 14. Foreign-based oil companies used in the industry group are excluded since their compensation structures for executive officers are not considered comparable. Additional consideration is given to other major U.S.-based corporations because the scope of Exxon's business extends beyond the oil industry, as does competition for executives. Consequently, major U.S.-based corporations in the same or similar lines of business as Exxon, as well as a number of those in other lines of business but with which Exxon competes for executives, are included. Competitive orientation of salary ranges are targeted between the median and high end of survey data given Exxon's size and complexity relative to the surveyed companies. Within this framework, executive salaries are determined based on individual performance, level of responsibility, and experience.

The Board Compensation Committee ("BCC") makes recommendations to the Board of Directors as to the salaries of the CEO and the President, sets the salaries of the other elected officers, and reviews salaries of certain other senior executives. The BCC met in November 1992 to recommend the 1993 salaries for the CEO and President, to set the 1993 salaries for the other elected officers, and to review the 1993 salaries for certain other senior executives. Any changes to these approved salaries must be reviewed with the BCC before implementation.

The CEO's salary is determined based on the competitive salary framework described above, recognizing the Corporation's size and complexity. Within this framework, the CEO's salary is determined based on the BCC's judgment concerning the CEO's individual contributions to the business, level of responsibility, and career experience. Although none of these factors has a specific weight, primary consideration is given to the CEO's individual contributions to the business. No particular formulas or measures are used. L. R. Raymond's salary reflects his promotion to CEO in 1993, as well as the factors listed above. L. G. Rawl, former CEO, retired in May 1993 after serving over six years as CEO. His salary reflects the length of his tenure as CEO and over 40 years of service with Exxon. Moreover, the salaries of both Messrs. Rawl and Raymond reflect their strong leadership and significant individual contributions.

Short Term Awards

Short term awards to executives are granted in cash and Earnings Bonus Units ("EBUs") to recognize contributions to the business during the past year. EBUs are also granted to focus on a strong midterm corporate performance and to stress that decisions and contributions in any one year impact future years. In 1993, approximately one half of executive bonuses were in the form of EBUs.

Each such EBU entitles the holder to an amount equal to the cumulative net income per share, as announced quarterly, commencing with the first full quarter following the date of award, payable on the fifth anniversary of the unit's date of grant or earlier upon achieving the maximum settlement value of $7.50 per unit. In 1993, the maximum settlement value was achieved for the EBUs granted in 1990. This resulted in a payment to grantees of $7.50 per unit.

The BCC annually establishes a ceiling in relation to business results for awards of cash and EBUs. The BCC established a $36 million ceiling for 1993 awards of cash and EBUs, substantially all of which were granted in awards to over 1,000 employees. The ceiling is determined by Exxon's competitive position, assessment of progress in attainment of long-term goals, and business performance considerations. These include measurements such as net income, earnings per share, return on capital employed, return on equity, and dividends both in absolute terms and relative to the industry. None of these measurements has a specific weight. The 1993 ceiling was increased slightly from the 1992 ceiling. No formula was used in determining the ceiling amount. Rather, the BCC considered several factors, including Exxon's business performance, the Corporation's strong competitive posture, and its achievement towards attainment of long-range strategic goals.

The specific bonus opportunity an executive receives is dependent on individual performance and level of responsibility. Assessment of an individual's relative performance is made annually based on a number of factors which include initiative, business judgment, technical expertise, and management skills.

L. R. Raymond's 1993 award reflects his increased level of responsibility within the organization and his leadership which significantly contributed to strong corporate earnings. This determination was based on the judgment of the BCC regarding his overall contribution as CEO. Narrow quantitative measures or formulas are not viewed as sufficiently comprehensive for this purpose. The combination of Mr. Raymond's base salary and short term awards was appropriately positioned compared to CEOs of competitors recognizing his tenure as CEO, as well as the

size and business results of these companies relative to Exxon. L. G. Rawl's 1993 award reflects his service as CEO during 1993 and level of responsibility and contributions made to the organization prior to his retirement. Mr. Rawl's award is based on the judgment of the BCC.

Long Term Incentive Awards

Long term incentive awards provided by the shareholder-approved 1993 Incentive Program are designed to develop and retain strong management through share ownership and incentive awards.

Stock options were the primary long term incentive granted to executive officers and over 1,000 other key employees in 1993. The BCC believes that a significant portion of senior executives' compensation should be dependent on value created for the shareholders. Options are an excellent vehicle to accomplish this by tying the executives' interests directly to the shareholders' interests. Options are granted at the fair market value of Exxon Common Stock on the date of grant and become exercisable one year from such date if the optionee is still employed.

The number of options that the BCC grants to executive officers is based on individual performance (determined as described under "Short Term Awards") and level of responsibility. The award level must be sufficient in size to provide a strong incentive for executives to work for long-term business interests and become significant owners of the business. The number of options currently held by an executive was not a factor in determining individual grants since such a factor would create an incentive to exercise options and sell the shares.

A limited number of senior executives received grants of Career Shares in 1993. Career Shares are shares of Exxon Common Stock granted with a restriction designed to promote long-term retention, as well as superior long-term performance, of key strategic and operating management. These restrictions generally expire after the executive reaches normal retirement age. The number of Career Shares granted to senior executives also recognizes the increased responsibility and complexity of senior positions. Individual grants are based on personal contribution and level of responsibility within the organization. The number of shares currently held by an executive was not a factor in determining individual grants since Career Shares are primarily designed to promote long-term retention.

L. R. Raymond's long term incentive awards reflect his increased level of responsibility within the organization and his leadership which significantly contributed to strong corporate results. Mr. Raymond's long term incentive awards reflect the BCC's judgment of his overall contribution as CEO. In making this determination, the BCC considered the complex, highly technical, and long-term nature of the business. Narrow quantitative measures or formulas are not viewed as sufficiently comprehensive for this purpose. Since L. G. Rawl reached mandatory retirement age in May 1993, he did not receive any long term incentive awards.

Summary

The BCC has the responsibility for ensuring that Exxon's compensation program continues to be in the best interest of its shareholders. The BCC is a committee consisting entirely of nonemployee directors who are not eligible for awards under Exxon's incentive compensation program. Additionally, the BCC is guided by an independent analysis, prepared by a leading public accounting firm, of the competitiveness of Exxon's executive compensation. The results of various salary surveys are also reviewed. Finally, compensation programs providing stock-based compensation to executives, such as the 1993 Incentive Program, are periodically submitted to shareholders for review and approval.

Exxon has had, and continues to have, an appropriate and competitive compensation program. The balance of a sound base salary position, competitive short term bonus orientation, and emphasis on long term incentives is the foundation which builds stability and supports Exxon's business.

William R. Howell, Chairman — D. Wayne Calloway
Philip E. Lippincott, Vice Chairman — Jess Hay

Share Investment Performance

The following graphs show changes over the past five-and ten-year periods in the value of $100 invested in: (1) Exxon Corporation's Common Stock; (2) the Standard & Poor's 500 Index; and (3) an industry group of seven other international, integrated major oil companies: Amoco Corporation, The British Petroleum Company p.l.c., Chevron Corporation, Mobil Corporation, Royal Dutch Petroleum Company, The "Shell" Transport and Trading Company, p.l.c., and Texaco Inc. Investments in the industry group of other international, major oil companies have been prorated based on the companies' relative market capitalizations at the beginning of each year.

The values of each investment are based on share price appreciation plus dividends paid in cash, with the dividends reinvested on the date they were paid. The calculations exclude trading commissions and taxes. For The British Petroleum Company p.l.c., Royal Dutch Petroleum Company, and The "Shell" Transport and Trading Company, p.l.c., the calculations are based on investments in American depository receipts; dividends are before any withholding taxes, but include any applicable U.K. advance corporation tax credits.

<TABLE>

FIVE-YEAR CUMULATIVE TOTAL RETURNS
Value of $100 Invested at Year-End 1988

(GRAPH APPEARS HERE)

<CAPTION>

Fiscal Years Ended December 31

<S>	1988 <C>	1989 <C>	1990 <C>	1991 <C>	1992 <C>	1993 <C>
EXXON CORP.	100	119	130	160	169	182
S&P 500	100	132	128	166	179	197
INDUSTRY GROUP	100	143	156	167	161	209

</TABLE>

<TABLE>

TEN-YEAR CUMULATIVE TOTAL RETURNS
Value of $100 Invested at Year-End 1983

(GRAPH APPEARS HERE)

<CAPTION>

Fiscal Years Ended December 31

<S>	1983 <C>	1984 <C>	1985 <C>	1986 <C>	1987 <C>	1988 <C>	1989 <C>	1990 <C>	1991 <C>	1992 <C>	1993 <C>
EXXON CORP.	100	130	171	230	262	317	379	412	508	534	577
S&P 500	100	105	140	166	174	203	267	259	338	363	400
INDUSTRY GROUP	100	105	135	188	220	247	354	387	412	397	516

</TABLE>

BOARD OF DIRECTORS PROPOSAL

2. Ratification of the appointment of independent public accountants

The following proposal will be offered by the Board of Directors:

Resolved, That the appointment, by the Board of Directors of the Corporation, of Price Waterhouse as independent public accountants to make an examination of the accounts of the Corporation and its subsidiary companies for the fiscal year 1994, effective upon ratification by the shareholders, be, and it hereby is, ratified; and that a representative of Price Waterhouse be requested to attend the annual meeting of shareholders to be held in 1995.

BOARD OF DIRECTORS RECOMMENDATION--
The Board recommends a vote FOR this proposal.

Price Waterhouse has offices in most countries where affiliates of the Corporation operate, which is an essential requirement. The Board believes that Price Waterhouse has demonstrated that it is well qualified to make an independent examination of the accounts of the Corporation. Representatives of Price Waterhouse will be present at the 1994 annual meeting of shareholders and will have the opportunity to make such statements as they may desire. Those representatives will also be available to respond to appropriate questions from the shareholders present.

The services provided by Price Waterhouse include examinations of the Corporation's annual consolidated financial statements, statutory examinations of affiliated companies' financial statements, examination of financial statements of employee benefit plans, certification of various special-purpose financial reports and reports to comply with regulations of the Securities and Exchange Commission and other governmental agencies, the preparation of tax returns for employees on foreign assignments insofar as such tax returns pertain to their assignments outside their home countries, and assistance and advice to various affiliates with respect to certain tax and systems matters. The total professional fees for all such services for the most recent year approximated $18 million.

SHAREHOLDER PROPOSALS

Shareholder proponents have stated their intention to present the following proposals at the 1994 annual meeting. In accordance with applicable proxy regulations of the SEC, the shareholdings of the proponents and the names, addresses, and shareholdings of any co-proponents will be furnished by the Corporation to any person, orally or in writing as requested, promptly upon the receipt of any oral or written request therefor addressed to the Secretary of the Corporation. The proposals and supporting statements, for which the Board of Directors and the Corporation accept no responsibility, are set forth on the following pages. The Board opposes these proposals for the reasons stated after each proposal.

3. Annual meeting date

This proposal was submitted by Mrs. Evelyn Y. Davis, Watergate Office Building, 2600 Virginia Avenue, N.W., Suite 215, Washington, DC 20037.

"Resolved, That the stockholders recommend that the Board of Directors take the necessary steps to change the Annual Meeting date to the last Friday in April."

Reasons: "Recently the Annual Meetings were held on a date where major corporations met. Until a few years ago, the Company has met on a date where more independent non-employee shareholders could meet.

The many problems the Company faces makes maximum attendance by outside independent stockholders especially desirable.

The date the company met during 1993 was one of the "busiest annual meeting dates of the year.'

If you AGREE, please mark your proxy FOR this resolution."

BOARD OF DIRECTORS RECOMMENDATION--
The Board recommends a vote AGAINST this proposal.

Exxon has in excess of one million record and beneficial shareholders. It is not possible to choose an annual meeting date which is satisfactory to everyone. Therefore, Exxon selects a date for its annual meeting that corresponds with a regularly scheduled Board meeting and that it believes is timely and consistent with the conduct of the business of the Corporation and convenient for most shareholders. Exxon also believes a mid-week meeting day is preferable to a Friday or Monday principally for ease of travel and availability of suitable meeting accommodations.

The Board does not believe that annual meeting dates for other corporations should influence Exxon's choice of annual meeting dates. The vast majority of annual meetings are held in the spring after year-end financial statements and related meeting materials have been prepared. It is impossible to find an acceptable meeting day during that period that does not conflict with another annual meeting.

Accordingly, a vote AGAINST this proposal is recommended.

4. Mining operations

This proposal was submitted by Sinsinawa Dominicans, Inc., Sinsinawa, Wisconsin 53824-9999 and five co-proponents.

"Whereas, at least eight orebodies consisting of copper, zinc, silver and gold deposits have been identified in areas of northern Wisconsin in close proximity to several Native American communities;

Whereas, since 1978, more than 250,000 acres of farm and forest lands have been contracted for mineral exploration and development within this province by several corporations including our Company;

Whereas, Native American nations (e.g., MoleLake Sokaogon Chippewa, Potawatomi, Menominee, Stockbridge-Munsee) and other citizen groups in

Wisconsin have publicly challenged the Crandon Project because of implications for the environment and the exercise of treaty rights;

Whereas, local resistance to our Company's plans and activities in Wisconsin may create an unstable investment climate, jeopardizing returns to shareholders;

Resolved, That the shareholders request the Board of Directors to provide a full written report to all shareholders within four months of the 1994 annual meeting. This report (not directly affecting the competitive position of our company) shall include the following information on specific aspects of our mining operations, both surface and underground:

I. HUMAN, SOCIAL AND ENVIRONMENTAL CONCERNS

A. In areas where mining is presently underway and in proposed mining operations, describe Company policies regarding:
   1. Impact on indigenous peoples;
   2. Impact on those elements unique to specific local environments;
   3. Impact on any sacred sites of indigenous communities.

B. What is our Company's policy regarding claims by indigenous groups to lands on or near which our Company has a mining operation?

C. In view of the potential environmental risks of mining operations, what efforts is our Company making to minimize these in the localities of its operations, specifically in plans for reclamation for pollution abatement?

II. LOCAL RESISTANCE

For each current mining operation, describe our Company's relationship with the governments, with indigenous groups and with private citizens in the mining area. Describe the nature of and reason(s) for any public opposition to our Company's mining operations wherever this may occur."

Reasons: "Mining operations in all cases entail risk. Such risk can be exacerbated when local populations stand in opposition to the mining project. Further, such opposition from indigenous peoples can occasion publicity detrimental to the best interests of all of the Company's operations. We believe our Company should do all in its power to remove any risks by openly reporting its actions and policies in a way that will further dialogue with all interested parties.

We believe that the process of preparing such a report can lead the company to reexamine its mining operations and to redirect them in ways which may be economically more viable and more beneficial to the people and to the environment affected by these operations."

BOARD OF DIRECTORS RECOMMENDATION--
The Board recommends a vote AGAINST this proposal.

Exxon believes that it has substantially implemented the actions called for by this proposal. A significant amount of information about the mining operations conducted by Exxon and its affiliates, including the specific aspects called for in the proposal, is reported through periodic publications sent to all shareholders, including annual reports and the quarterly magazine, The Lamp. To supplement the information regularly provided in shareholder publications, numerous environmental and socioeconomic reports and studies providing the detailed information requested in the proposal have been, and will continue to be, made available to interested persons.

The Crandon Project, cited by the proponent, is only in the planning stage. Permitting efforts were suspended in 1986 due to economic considerations; however, the project was reactivated in September 1993 when a new partnership, Crandon Mining Company, was formed by subsidiaries of Exxon and of Rio Algom Ltd., a Canadian mining company. A decision to construct a mine will be contingent on obtaining governmental permits and the economic viability of such a mine once permitting is completed. The permitting process can be expected to take approximately three more years.

As part of the permitting process, which occurred prior to suspension of the Crandon Project in 1986, extensive studies covering the impact on the environment and indigenous people and all other material aspects of the project were prepared by both Exxon and the Wisconsin Department of Natural Resources. These studies were documented and are available to the public in the form of a 446-page Final Environmental Impact Statement. As part of the newly reactivated permitting process, these studies will be readdressed and updated as needed.

Moreover, the Corporation's commitment to environment, health, and safety in all its mining and other operations is documented in the 1991 booklet, "A Progress Report--Environment, Health and Safety," which contains specific sections on the social and environmental aspects of mining operations. Exxon's policies and practices, as they relate to mining operations in general, have been made abundantly clear and fully reported to shareholders through various publications. With this background, the Board does not believe that the preparation, printing, and distribution of a special report, and the expense involved, would benefit the Corporation or its shareholders.

A similar proposal was presented for the 1985 annual meeting and was rejected by more than 96 percent of the shares voted.

Accordingly, a vote AGAINST this proposal is recommended.

ADDITIONAL INFORMATION

Other business

It is not anticipated that there will be presented to the meeting any business other than the election of directors and the proposals described herein, and the Board of Directors was not aware, a reasonable time before this solicitation of proxies, of any other matters which might properly be presented for action at the meeting. If any other business should come before the meeting, the persons named on the enclosed proxy card will have discretionary authority to vote all proxies in accordance with their best judgment.

Outstanding voting stock

Shareholders of record at the close of business on February 28, 1994 are entitled to notice of the meeting and to vote the shares held on that date. At the close of business on January 31, 1994, excluding the shares owned by the Corporation which are not voted, 1,241,889,413 shares of the Common Stock of the Corporation were outstanding. As of the same date, 10,736,115 shares of the Corporation's Class A Preferred Stock were outstanding. Holders of shares of Common Stock and holders of Class A Preferred Stock vote together as one class. Each share of Common Stock and of Class A Preferred Stock entitles the registered holder thereof to one vote.

Solicitation of proxies

This proxy is solicited by the Board of Directors of the Corporation. The cost of soliciting proxies in the accompanying form has been, or will be, borne by the Corporation. In addition to solicitation by mail, banks, brokers and other custodians, nominees, and fiduciaries will be requested to send proxy material to the beneficial owners and to secure their voting instructions, if necessary. The Corporation will reimburse them for their expenses in so doing.

Officers and other employees of the Corporation may solicit proxies personally, by telephone, or other telecommunications, from some shareholders if proxies are not received promptly. In addition, the firm of D. F. King & Co., Inc., New York, NY has been retained to assist in the solicitation of proxies at a fee of $22,000, plus expenses.

By order of the Board of Directors,

(SIGNATURE OF DAVID L. BAIRD, JR. APPEARS HERE)

DAVID L. BAIRD, JR.
Secretary

March 4, 1994

(RECYCLE LOGO APPEARS HERE)

EXXON CORPORATION
225 E. John W. Carpenter Freeway
Irving, TX 75062-2298

PROXY
SOLICITED BY BOARD OF DIRECTORS
ANNUAL MEETING APRIL 27, 1994
DALLAS, TEXAS

The undersigned hereby appoints R. W. Bromery, J. Hay, L. R. Raymond, C. R. Sitter, and J. D. Williams or each or any of them with power of substitution, proxies for the undersigned to act and vote at the 1994 annual meeting of shareholders of Exxon Corporation and at any adjournments thereof as indicated upon all matters referred to on the reverse side and described in the proxy statement for the meeting and, in their discretion, upon any other matters which may properly come before the meeting.

1. Election of Directors

   Nominees: R. W. Bromery, D. W. Calloway, J. Hay, W. R. Howell, P. E. Lippincott, M. C. Nelson, L. R. Raymond, C. R. Sitter, J. H. Steele, R. E. Wilhelm, J. D. Williams.

If no other indication is made, the proxies shall vote (a) for the election of the director nominees, and (b) in accordance with the Board of Directors' recommendations on the other matters referred to on the reverse side.

P.O. Box 9157
Boston, MA 02205-8505

PLEASE MARK, SIGN, DATE, AND RETURN PROMPTLY IN ENCLOSED ENVELOPE. (OVER)

/X/ Please mark votes as in this example.

	FOR ALL nominees	WITHHELD FROM ALL nominees
1. Election of Directors (page 4).	/ /	/ /

For all nominees except as noted below:

A vote FOR is recommended by the Board of Directors:

	FOR	AGAINST	ABSTAIN
2. Appointment of independent public accountants (page 14).	/ /	/ /	/ /

A vote AGAINST is recommended by the Board of Directors as to shareholder proposals concerning:

	FOR	AGAINST	ABSTAIN
3. Annual meeting date (page 15).	/ /	/ /	/ /
4. Mining operations (page 16).	/ /	/ /	/ /

Discontinue duplicate annual report. / /

I plan to attend annual meeting. / /

I have made comments on this card or an attachment. / /

NOTE: Please sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee, or guardian, please give full name as such

Signature:-- Date------------------- 1994

Signature:-- Date------------------- 1994

APPENDIX

Graphic and Image Material

1. Photographs of nominees for director appear next to their biographies on pages 4 through 7.

2. Narrative descriptions of performance graphs appear on page 14.