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 September 30, 2014

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	**13-5409005**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

5959 LAS COLINAS BOULEVARD, IRVING, TEXAS 75039-2298
(Address of principal executive offices) (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	Outstanding as of September 30, 2014
Common stock, without par value	**4,234,528,643**

EXXON MOBIL CORPORATION
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2014

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PART I. FINANCIAL INFORMATION

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenues and other income				
Sales and other operating revenue *(1)*	103,566	108,390	311,484	314,818
Income from equity affiliates	3,211	3,444	10,631	10,960
Other income	713	538	3,795	1,617
Total revenues and other income	107,490	112,372	325,910	327,395
Costs and other deductions				
Crude oil and product purchases	60,428	63,961	181,391	183,088
Production and manufacturing expenses	9,951	9,842	30,517	29,856
Selling, general and administrative expenses	3,169	3,150	9,470	9,536
Depreciation and depletion	4,362	4,287	12,839	12,802
Exploration expenses, including dry holes	319	486	1,132	1,385
Interest expense	88	52	218	161
Sales-based taxes *(1)*	7,519	7,882	22,806	22,926
Other taxes and duties	8,244	8,523	24,749	24,646
Total costs and other deductions	94,080	98,183	283,122	284,400
Income before income taxes	13,410	14,189	42,788	42,995
Income taxes	5,064	6,120	15,955	18,190
Net income including noncontrolling interests	8,346	8,069	26,833	24,805
Net income attributable to noncontrolling interests	276	199	883	575
Net income attributable to ExxonMobil	8,070	7,870	25,950	24,230
Earnings per common share *(dollars)*	1.89	1.79	6.04	5.46
Earnings per common share - assuming dilution *(dollars)*	1.89	1.79	6.04	5.46
Dividends per common share *(dollars)*	0.69	0.63	2.01	1.83
(1) Sales-based taxes included in sales and other operating revenue	*7,519*	*7,882*	*22,806*	*22,926*

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

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(millions of dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	**2013**	**2014**	**2013**
Net income including noncontrolling interests	8,346	8,069	26,833	24,80[illegible]
Other comprehensive income (net of income taxes)				
Foreign exchange translation adjustment	(3,828)	1,229	(2,986)	(2,31[illegible]
Adjustment for foreign exchange translation (gain)/loss included in net income	-	-	163	
Postretirement benefits reserves adjustment (excluding amortization)	372	(222)	196	(5[illegible]
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	289	455	918	1,35[illegible]
Unrealized change in fair value of stock investments	(21)	-	(57)	
Total other comprehensive income	(3,188)	1,462	(1,766)	(1,02[illegible]
Comprehensive income including noncontrolling interests	5,158	9,531	25,067	23,78[illegible]
Comprehensive income attributable to noncontrolling interests	(27)	331	588	42[illegible]
Comprehensive income attributable to ExxonMobil	5,185	9,200	24,479	23,36[illegible]

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)

	Sept. 30, 2014	Dec. 31, 2013
Assets		
Current assets		
Cash and cash equivalents	4,962	4,644
Cash and cash equivalents – restricted	52	269
Notes and accounts receivable – net	30,963	33,152
Inventories		
Crude oil, products and merchandise	13,441	12,117
Materials and supplies	4,320	4,018
Other current assets	4,857	5,108
Total current assets	58,595	59,308
Investments, advances and long-term receivables	35,012	36,328
Property, plant and equipment – net	251,406	243,650
Other assets, including intangibles – net	7,751	7,522
Total assets	352,764	346,808
Liabilities		
Current liabilities		
Notes and loans payable	10,243	15,808
Accounts payable and accrued liabilities	49,272	48,085
Income taxes payable	6,469	7,831
Total current liabilities	65,984	71,724
Long-term debt	11,591	6,891
Postretirement benefits reserves	19,268	20,646
Deferred income tax liabilities	41,132	40,530
Long-term obligations to equity companies	5,132	4,742
Other long-term obligations	22,162	21,780
Total liabilities	165,269	166,313
Commitments and contingencies (Note 2)		
Equity		
Common stock without par value (9,000 million shares authorized, 8,019 million shares issued)	10,681	10,077
Earnings reinvested	404,738	387,432
Accumulated other comprehensive income	(12,196)	(10,725)
Common stock held in treasury (3,784 million shares at Sept. 30, 2014 and 3,684 million shares at Dec. 31, 2013)	(222,636)	(212,781)
ExxonMobil share of equity	180,587	174,003
Noncontrolling interests	6,908	6,492
Total equity	187,495	180,495
Total liabilities and equity	352,764	346,808

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)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Cash flows from operating activities		
Net income including noncontrolling interests	26,833	24,805
Depreciation and depletion	12,839	12,802
Changes in operational working capital, excluding cash and debt	(460)	(2,676)
All other items – net	(1,511)	(225)
Net cash provided by operating activities	37,701	34,706
Cash flows from investing activities		
Additions to property, plant and equipment	(24,068)	(25,243)
Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments	3,794	871
Additional investments and advances	(1,269)	(3,644)
Other investing activities – net	3,415	527
Net cash used in investing activities	(18,128)	(27,489)
Cash flows from financing activities		
Additions to long-term debt	5,503	206
Additions/(reductions) in short-term debt – net	(514)	(386)
Additions/(reductions) in debt with three months or less maturity	(5,413)	9,869
Cash dividends to ExxonMobil shareholders	(8,644)	(8,125)
Cash dividends to noncontrolling interests	(172)	(225)
Changes in noncontrolling interests	-	(1)
Tax benefits related to stock-based awards	10	14
Common stock acquired	(9,865)	(12,696)
Common stock sold	10	46
Net cash used in financing activities	(19,085)	(11,298)
Effects of exchange rate changes on cash	(170)	(191)
Increase/(decrease) in cash and cash equivalents	318	(4,272)
Cash and cash equivalents at beginning of period	4,644	9,582
Cash and cash equivalents at end of period	4,962	5,310
Supplemental Disclosures		
Income taxes paid	14,338	19,871
Cash interest paid	295	318

Non-Cash Transaction
In the third quarter of 2014, ExxonMobil completed an asset exchange, primarily a noncash transaction, of approximately $600 million. This amount is not included in the "Proceed associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments" or the "Additions to property, plant and equipment" lines on the Statement o Cash Flows.

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

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(millions of dollars)

	ExxonMobil Share of Equity						
	Common Stock	Earnings Reinvested	Accumulated Other Compre-hensive Income	Common Stock Held in Treasury	ExxonMobil Share of Equity	Non-controlling Interests	Total Equity
Balance as of December 31, 2012	9,653	365,727	(12,184)	(197,333)	165,863	5,797	171,660
Amortization of stock-based awards	593	-	-	-	593	-	593
Tax benefits related to stock-based awards	200	-	-	-	200	-	200
Other	(384)	-	-	-	(384)	242	(142)
Net income for the period	-	24,230	-	-	24,230	575	24,805
Dividends – common shares	-	(8,125)	-	-	(8,125)	(225)	(8,350)
Other comprehensive income	-	-	(867)	-	(867)	(155)	(1,022)
Acquisitions, at cost	-	-	-	(12,696)	(12,696)	(1)	(12,697)
Dispositions	-	-	-	431	431	-	431
Balance as of September 30, 2013	10,062	381,832	(13,051)	(209,598)	169,245	6,233	175,478
Balance as of December 31, 2013	10,077	387,432	(10,725)	(212,781)	174,003	6,492	180,495
Amortization of stock-based awards	588	-	-	-	588	-	588
Tax benefits related to stock-based awards	10	-	-	-	10	-	10
Other	6	-	-	-	6	-	6
Net income for the period	-	25,950	-	-	25,950	883	26,833
Dividends – common shares	-	(8,644)	-	-	(8,644)	(172)	(8,816)
Other comprehensive income	-	-	(1,471)	-	(1,471)	(295)	(1,766)
Acquisitions, at cost	-	-	-	(9,865)	(9,865)	-	(9,865)
Dispositions	-	-	-	10	10	-	10
Balance as of September 30, 2014	10,681	404,738	(12,196)	(222,636)	180,587	6,908	187,495

	Nine Months Ended September 30, 2014			Nine Months Ended September 30, 2013		
Common Stock Share Activity	Issued	Held in Treasury	Outstanding	Issued	Held in Treasury	Outstanding
	(millions of shares)			*(millions of shares)*		
Balance as of December 31	8,019	(3,684)	4,335	8,019	(3,517)	4,502
Acquisitions	-	(100)	(100)	-	(141)	(141)
Dispositions	-	-	-	-	8	8
Balance as of September 30	8,019	(3,784)	4,235	8,019	(3,650)	4,369

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 ar Exchange Commission in the Corporation's 2013 Annual Report on Form 10-K. In the opinion of the Corporation, the information furnished herein reflects all known accruals an adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. Prior data has been reclassified in certai cases to conform to the current presentation basis.

The Corporation's exploration and production activities are accounted for under the "successful efforts" method.

2. 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, includin 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 thos 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 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 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 reasonably possible and which are significant, the Corporation discloses the nature of the contingency and, where feasible, an estimate of the possible loss. For purposes of ou contingency disclosures, “significant” includes material matters as well as other matters which management believes should be disclosed. ExxonMobil will continue to defend itse 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 lawsu against ExxonMobil will have a material adverse effect upon the Corporation's operations, financial condition, or financial statements taken as a whole.

Other Contingencies

The Corporation and certain of its consolidated subsidiaries were contingently liable at September 30, 2014, for guarantees relating to notes, loans and performance under contract Where guarantees for environmental remediation and other similar matters do not include a stated cap, the amounts reflect management’s estimate of the maximum potential exposure 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 operation liquidity, capital expenditures or capital resources.

	As of September 30, 2014		
	Equity Company Obligations *(1)*	**Other Third Party Obligations**	**Total**
		(millions of dollars)	
Guarantees			
Debt-related	3,398	44	3,442
Other	3,267	4,273	7,540
Total	6,665	4,317	10,982

(1) ExxonMobil share

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 wit no adverse consequences material to the Corporation's operations or financial condition. The Corporation's outstanding unconditional purchase obligations at September 30, 2014, wer 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 cancelab 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 politic developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claim expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the Corporation vary great 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 tl 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, wi 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 tl 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 41.67 percent interest in the Cerro Negro Project. ExxonMobil's remaining net book investment in Cerro Negro producing assets is about $750 million.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes (ICSID) invoking ICSI jurisdiction under Venezuela's Investment Law and the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID Tribunal issued a decision on June 10, 2010, finding that it ha jurisdiction to proceed on the basis of the Netherlands-Venezuela Bilateral Investment Treaty. On October 9, 2014, the ICSID Tribunal issued its final award finding in favor of th ExxonMobil affiliates and awarding $1.6 billion as of the date of expropriation, June 27, 2007, and interest from that date at 3.25% compounded annually until the date of payment in ful The Tribunal also noted that one of the Cerro Negro Project agreements provides a mechanism to prevent double recovery between the ICISD award and all or part of an earlier award $908 million to an ExxonMobil affiliate, Mobil Cerro Negro, Ltd., against PdVSA and a PdVSA affiliate, PdVSA CN, in an arbitration under the rules of the International Chamber c Commerce (ICC). Judgment was entered on the ICSID award by the United States District Court for the Southern District of New York on October 10, 2014. A motion to vacate tha judgment on procedural grounds was filed by the Republic of Venezuela on October 14, 2014, and is pending before the court. On October 23, 2014, the Republic of Venezuela filed wit ICSID an application to revise the ICSID award such that it requires repayment of the value of the ICC award to PdVSA at the same time as payment is made to the ExxonMobil affiliate for the ICSID award and that provision be made for interest on the amount to be repaid. Thereafter, pursuant to ICSID arbitration rules, the ICSID award was stayed pending further actio of the Tribunal. On October 27, 2014, ExxonMobil filed a response with ICSID that contests the application for revision of that award on both factual and jurisdictional grounds. Tl ICSID award has yet to be satisfied and proceedings concerning the award remain pending and so the net impact of these matters on the Corporation's consolidated financial results cann be reasonably estimated. Regardless, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition.

An affiliate of ExxonMobil is one of the Contractors under a Production Sharing Contract (PSC) with the Nigerian National Petroleum Corporation (NNPC) covering the Erha bloc located in the offshore waters of Nigeria. ExxonMobil's affiliate is the operator of the block and owns a 56.25 percent interest under the PSC. The Contractors are in dispute with NNP regarding NNPC's lifting of crude oil in excess of its entitlement under the terms of the PSC. In accordance with the terms of the PSC, the Contractors initiated arbitration in Abuj Nigeria, under the Nigerian Arbitration and Conciliation Act. On October 24, 2011, a three-member arbitral Tribunal issued an award upholding the Contractors' position in all materia respects and awarding damages to the Contractors jointly in an amount of approximately $1.8 billion plus $234 million in accrued interest. The Contractors petitioned a Nigerian feder court for enforcement of the award, and NNPC petitioned the same court to have the award set aside. On May 22, 2012, the court set aside the award. The Contractors have appealed th judgment. In June 2013, the Contractors filed a lawsuit against NNPC in the Nigerian federal high court in order to preserve their ability to seek enforcement of the PSC in the courts necessary. In October 2014, the Contractors filed suit in the United States District Court for the Southern District of New York to enforce, if necessary, the arbitration award against NNP assets residing within that jurisdiction. At this time, the net impact of this matter on the Corporation's consolidated financial results cannot be reasonably estimated. However, regardless c the outcome of enforcement proceedings, the Corporation does not expect the proceedings to have a material effect upon the Corporation's operations or financial condition.

3. Other Comprehensive Income Information

ExxonMobil Share of Accumulated Other Comprehensive Income	**Cumulative Foreign Exchange Translation Adjustment**	**Post-retirement Benefits Reserves Adjustment**	**Unrealized Change in Stock Investments**	**Total**
		(millions of dollars)		
Balance as of December 31, 2012	2,410	(14,594)	-	(12,184)
Current period change excluding amounts reclassified from accumulated other comprehensive income	(2,118)	(52)	-	(2,170)
Amounts reclassified from accumulated other comprehensive income	-	1,303	-	1,303
Total change in accumulated other comprehensive income	(2,118)	1,251	-	(867)
Balance as of September 30, 2013	292	(13,343)	-	(13,051)
Balance as of December 31, 2013	(846)	(9,879)	-	(10,725)
Current period change excluding amounts reclassified from accumulated other comprehensive income	(2,637)	176	(57)	(2,518)
Amounts reclassified from accumulated other comprehensive income	163	884	-	1,047
Total change in accumulated other comprehensive income	(2,474)	1,060	(57)	(1,471)
Balance as of September 30, 2014	(3,320)	(8,819)	(57)	(12,196)

Amounts Reclassified Out of Accumulated Other Comprehensive Income - Before-tax Income/(Expense)	**Three Months Ended September 30, 2014**	**Three Months Ended September 30, 2013**	**Nine Months Ended September 30, 2014**	**Nine Months Ended September 30, 2013**
		(millions of dollars)		
Foreign exchange translation gain/(loss) included in net income (Statement of Income line: Other income)	-	-	(163)	-
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs *(1)*	(430)	(648)	(1,315)	(1,951)

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost. (See Note 5 – Pension and Other Postretirement Benefits for additional details.)

Income Tax (Expense)/Credit For Components of Other Comprehensive Income	**Three Months Ended September 30, 2014**	**Three Months Ended September 30, 2013**	**Nine Months Ended September 30, 2014**	**Nine Months Ended September 30, 2013**
		(millions of dollars)		
Foreign exchange translation adjustment	70	(16)	99	100
Postretirement benefits reserves adjustment (excluding amortization)	(138)	85	(61)	28
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	(141)	(193)	(397)	(598)
Unrealized change in fair value of stock investments	11	-	30	-
Total	(198)	(124)	(329)	(470)

4. **Earnings Per Share**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Earnings per common share				
Net income attributable to ExxonMobil *(millions of dollars)*	8,070	7,870	25,950	24,23
Weighted average number of common shares outstanding *(millions of shares)*	4,267	4,395	4,297	4,43
Earnings per common share *(dollars) (1)*	1.89	1.79	6.04	5.4

(1) The calculation of earnings per common share and earnings per common share – assuming dilution are the same in each period shown.

5. **Pension and Other Postretirement Benefits**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	201
		(millions of dollars)		
Components of net benefit cost				
Pension Benefits - U.S.				
Service cost	156	206	515	58
Interest cost	202	188	605	56
Expected return on plan assets	(200)	(209)	(600)	(62
Amortization of actuarial loss/(gain) and prior service cost	105	165	313	49
Net pension enhancement and curtailment/settlement cost	113	182	338	54
Net benefit cost	376	532	1,171	1,55
Pension Benefits - Non-U.S.				
Service cost	144	170	448	52
Interest cost	285	265	859	80
Expected return on plan assets	(300)	(278)	(899)	(84
Amortization of actuarial loss/(gain) and prior service cost	183	239	564	72
Net pension enhancement and curtailment/settlement cost	-	1	-	[illegible]
Net benefit cost	312	397	972	1,20
Other Postretirement Benefits				
Service cost	32	44	107	12
Interest cost	89	87	293	26
Expected return on plan assets	(9)	(10)	(29)	(3
Amortization of actuarial loss/(gain) and prior service cost	29	61	100	18
Net benefit cost	141	182	471	54

6. Financial Instruments

The fair value of financial instruments is determined by reference to observable market data and other valuation techniques as appropriate. The only category of financial instrumen where the difference between fair value and recorded book value is notable is long-term debt. The estimated fair value of total long-term debt, excluding capitalized lease obligations, wa $11,568 million at September 30, 2014, and $6,787 million at December 31, 2013, as compared to recorded book values of $11,238 million at September 30, 2014, and $6,516 millio at December 31, 2013. The increase in the estimated fair value and book value of long-term debt reflects the Corporation's issuance of $5,500 million of long-term debt in the first quart of 2014. The $5,500 million of long-term debt is comprised of $750 million of floating-rate notes due in 2017, $500 million of floating-rate notes due in 2019, $1,500 million of 0.921 notes due in 2017, $1,750 million of 1.819% notes due in 2019, and $1,000 million of 3.176% notes due in 2024.

The fair value of long-term debt by hierarchy level at September 30, 2014, is: Level 1 $10,868 million; Level 2 $637 million; and Level 3 $63 million. Level 1 represents quoted pric in active markets. Level 2 includes debt whose fair value is based upon a publicly available index. Level 3 involves using internal data augmented by relevant market indicators available.

7. Disclosures about Segments and Related Information

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
		(millions of dollars)		
Earnings After Income Tax				
Upstream				
United States	1,257	1,050	3,694	3,005
Non-U.S.	5,159	5,663	18,386	17,050
Downstream				
United States	460	315	1,619	1,602
Non-U.S.	564	277	929	931
Chemical				
United States	765	680	1,972	1,947
Non-U.S.	435	345	1,116	971
All other	(570)	(460)	(1,766)	(1,276)
Corporate total	8,070	7,870	25,950	24,230
Sales and Other Operating Revenue *(1)*				
Upstream				
United States	4,133	3,416	12,780	9,516
Non-U.S.	5,367	5,829	17,607	18,931
Downstream				
United States	31,367	32,032	94,210	92,995
Non-U.S.	52,580	57,179	157,044	164,066
Chemical				
United States	3,920	3,873	11,546	11,479
Non-U.S.	6,196	6,058	18,280	17,813
All other	3	3	17	18
Corporate total	103,566	108,390	311,484	314,818

(1) Includes sales-based taxes

Intersegment Revenue				
Upstream				
United States	1,866	2,015	6,133	6,324
Non-U.S.	10,466	12,505	31,327	35,097
Downstream				
United States	4,390	5,056	13,446	15,312
Non-U.S.	11,086	14,099	36,485	39,263
Chemical				
United States	2,775	2,971	7,962	9,157
Non-U.S.	2,328	2,352	7,052	6,407
All other	69	66	207	204

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

FUNCTIONAL EARNINGS SUMMARY

Earnings (U.S. GAAP)	**Third Quarter**		**First Nine Months**	
	2014	**2013**	**2014**	**2013**
	(millions of dollars)			
Upstream				
United States	1,257	1,050	3,694	3,00
Non-U.S.	5,159	5,663	18,386	17,05
Downstream				
United States	460	315	1,619	1,60
Non-U.S.	564	277	929	93
Chemical				
United States	765	680	1,972	1,94
Non-U.S.	435	345	1,116	97
Corporate and financing	(570)	(460)	(1,766)	(1,27
Net Income attributable to ExxonMobil (U.S. GAAP)	8,070	7,870	25,950	24,23
Earnings per common share *(dollars)*	1.89	1.79	6.04	5.4
Earnings per common share - assuming dilution *(dollars)*	1.89	1.79	6.04	5.4

References in this discussion to corporate earnings mean net income attributable to ExxonMobil (U.S. GAAP) from the consolidated 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 THIRD QUARTER 2014 RESULTS

Earnings in the period rose 3 percent from the third quarter of 2013, driven by higher margins and improved operations in the Downstream and Chemical businesses, partially offset by th impact of lower Upstream realizations.

ExxonMobil’s quarterly results demonstrate the strength of our integrated business model. Integration across Upstream, Downstream and Chemical gives us competitive advantages i scale, efficiency, technical and commercial capabilities, regardless of market fluctuations over the business cycle.

Earnings of $25,950 million in the first nine months of 2014 increased $1,720 million from 2013.

Earnings per share – assuming dilution for the first nine months of 2014 increased 11 percent to $6.04.

Capital and exploration expenditures for the first nine months of 2014 were $28.1 billion, down 14 percent from 2013.

Through the first nine months of 2014, the Corporation distributed $17.6 billion to shareholders through dividends and share purchases to reduce shares outstanding.

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
		(millions of dollars)		
Upstream earnings				
United States	1,257	1,050	3,694	3,00
Non-U.S.	5,159	5,663	18,386	17,05
Total	6,416	6,713	22,080	20,05

Upstream earnings were $6,416 million in the third quarter of 2014, down $297 million from the third quarter of 2013. Lower realizations decreased earnings by $670 million. Favorab volume mix effects increased earnings by $340 million. All other items increased earnings by $30 million.

On an oil-equivalent basis, production decreased 4.7 percent from the third quarter of 2013. Excluding the impact of the expiry of the Abu Dhabi onshore concession, productio decreased 1 percent, with liquids up 0.6 percent and gas down 2.9 percent.

Liquids production totaled 2,065 kbd (thousands of barrels per day), down 134 kbd from the third quarter of 2013. The Abu Dhabi onshore concession expiry reduced volumes b 148 kbd. Excluding this impact, liquids production was up slightly as project ramp-up and work programs more than offset field decline, divestment impacts and higher downtime.

Third quarter natural gas production was 10,595 mcfd (millions of cubic feet per day), down 319 mcfd from 2013. Field decline and lower entitlement volumes were partly offset b new production from Papua New Guinea and work programs.

Earnings from U.S. Upstream operations were $1,257 million, $207 million higher than the third quarter of 2013. Non-U.S. Upstream earnings were $5,159 million, down $504 millic from the prior year.

Upstream earnings in the first nine months of 2014 were $22,080 million, up $2,025 million from 2013. Lower prices and volumes were more than offset by favorable mix effect increasing earnings by a net $470 million. All other items, primarily asset sales, increased earnings by $1.6 billion.

On an oil-equivalent basis, production was down 5.3 percent compared to the same period in 2013. Excluding the impact of the expiry of the Abu Dhabi onshore concessio production decreased 2 percent.

Liquids production of 2,087 kbd decreased 105 kbd compared to 2013. The Abu Dhabi onshore concession expiry reduced volumes by 137 kbd. Excluding this impact, liquic production was up 1.5 percent, driven by project ramp-up and work programs.

Natural gas production of 11,115 mcfd decreased 703 mcfd from 2013, as expected U.S. field decline and lower European demand were partially offset by project ramp-up and wo programs.

Earnings from U.S. Upstream operations were $3,694 million, up $689 million from 2013. Non-U.S. Upstream earnings were $18,386 million, up $1,336 million from the prior year.

Upstream additional information	Third Quarter	First Nine Months
	(thousands of barrels daily)	
Volumes reconciliation (Oil-equivalent production)*(1)*		
2013	4,018	4,162
Entitlements - Net interest	(2)	(3)
Entitlements - Price / spend	(44)	(45)
Quotas	-	-
Divestments	(36)	(28)
United Arab Emirates onshore concession expiry	(148)	(137)
Net growth	43	(9)
2014	3,831	3,940

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.

Listed below are descriptions of ExxonMobil's entitlement volume effects. These descriptions are provided to facilitate understanding of the terms.

Production Sharing Contract (PSC) Net Interest Reductions are contractual reductions in ExxonMobil's share of production volumes covered by PSCs. These reductions typically occu when cumulative investment returns or production volumes achieve thresholds as specified in the PSCs. Once a net interest reduction has occurred, it typically will not be reversed b subsequent events, such as lower crude oil prices.

Price and Spend Impacts on Volumes are fluctuations in ExxonMobil's share of production volumes caused by changes in oil and gas prices or spending levels from one period t another. For example, at higher prices, fewer barrels are required for ExxonMobil to recover its costs. According to the terms of contractual arrangements or government royalty regimes price or spending variability can increase or decrease royalty burdens and/or volumes attributable to ExxonMobil. These effects generally vary from period to period with field spendir patterns or market prices for crude oil or natural gas.

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
		(millions of dollars)		
Downstream earnings				
United States	460	315	1,619	1,602
Non-U.S.	564	277	929	931
Total	1,024	592	2,548	2,533

Downstream earnings were $1,024 million in the third quarter of 2014, up $432 million from 2013. Stronger margins, primarily refining, increased earnings by $820 million. Volume an mix effects increased earnings by $100 million. All other items, primarily foreign exchange impacts, decreased earnings by $490 million. Petroleum product sales of 5,999 kbd wei 32 kbd lower than last year's third quarter.

Earnings from the U.S. Downstream were $460 million, up $145 million from the third quarter of 2013. Non-U.S. Downstream earnings of $564 million were $287 million higher tha last year.

Downstream earnings of $2,548 million in the first nine months of 2014 increased $15 million from 2013. Lower margins, mainly refining, decreased earnings by $280 million. Volum and mix effects increased earnings by $460 million. All other items, primarily unfavorable foreign exchange and tax impacts, partially offset by lower operating expenses, decrease earnings by $160 million. Petroleum product sales of 5,886 kbd increased 35 kbd from 2013.

U.S. Downstream earnings were $1,619 million, up $17 million from 2013. Non-U.S. Downstream earnings were $929 million, a decrease of $2 million from the prior year.

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
	(millions of dollars)			
Chemical earnings				
United States	765	680	1,972	1,94
Non-U.S.	435	345	1,116	97
Total	1,200	1,025	3,088	2,91

Third quarter 2014 Chemical earnings of $1,200 million were $175 million higher than the third quarter of 2013. Margins increased earnings by $210 million, with improved commoditi realizations partly offset by weaker specialties. Volume and mix effects increased earnings by $10 million. All other items decreased earnings by $40 million. Third quarter prime produc sales of 6,249 kt (thousands of metric tons) were essentially flat with last year's third quarter.

Chemical earnings of $3,088 million in the first nine months of 2014 were $170 million higher than 2013. Higher margins increased earnings by $20 million, while volume and mix effec increased earnings by $140 million. All other items increased earnings by $10 million. Prime product sales of 18,516 kt were up 530 kt from 2013, driven by increased Singapor production.

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
	(millions of dollars)			
Corporate and financing earnings	(570)	(460)	(1,766)	(1,27

Corporate and financing expenses were $570 million for the third quarter of 2014, up $110 million from the third quarter of 2013.

Corporate and financing expenses were $1,766 million in the first nine months of 2014, up $490 million from 2013, primarily due to unfavorable tax impacts.

LIQUIDITY AND CAPITAL RESOURCES

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
		(millions of dollars)		
Net cash provided by/(used in)				
Operating activities			37,701	34,70
Investing activities			(18,128)	(27,48
Financing activities			(19,085)	(11,29
Effect of exchange rate changes			(170)	(19
Increase/(decrease) in cash and cash equivalents			318	(4,27
Cash and cash equivalents (at end of period)			4,962	5,31
Cash and cash equivalents – restricted (at end of period)			52	43
Total cash and cash equivalents (at end of period)			5,014	5,74
Cash flow from operations and asset sales				
Net cash provided by operating activities (U.S. GAAP)	12,396	13,431	37,701	34,70
Proceeds associated with sales of subsidiaries, property, plant & equipment, and sales and returns of investments	127	206	3,794	87
Cash flow from operations and asset sales	12,523	13,637	41,495	35,57

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

Cash flow from operations and asset sales in the third quarter of 2014 was $12.5 billion, including asset sales of $0.1 billion, and decreased $1.1 billion from the comparable 2013 peric primarily due to working capital changes.

Cash provided by operating activities totaled $37.7 billion for the first nine months of 2014, $3.0 billion higher than 2013. The major source of funds was net income includir noncontrolling interests of $26.8 billion, an increase of $2.0 billion from the prior year period. The adjustment for the noncash provision of $12.8 billion for depreciation and depletic was flat with 2013. Changes in operational working capital decreased cash flows by $0.5 billion in 2014 primarily due to increase in inventory offset by payable balances. Changes operational working capital decreased cash flows by $2.7 billion in 2013, primarily due to an increase in inventory. All other items net decreased cash by $1.5 billion in 2014 and by $0. billion in 2013. For additional details, see the Condensed Consolidated Statement of Cash Flows on page 6.

Investing activities for the first nine months of 2014 used net cash of $18.1 billion, a decrease of $9.4 billion compared to the prior year. Spending for additions to property, plant an equipment of $24.1 billion was $1.2 billion lower than 2013. Proceeds from asset sales of $3.8 billion increased $2.9 billion. Additional investment and advances decreased $2.4 billion $1.3 billion reflecting the absence of the 2013 acquisition of Celtic Exploration Ltd. Other investing activities – net increased $2.9 billion to $3.4 billion primarily reflecting the collectic of advances.

Cash flow from operations and asset sales for the first nine months of 2014 was $41.5 billion, including asset sales of $3.8 billion, and increased $5.9 billion from the comparable 201 period due to higher proceeds from asset sales and the absence of unfavorable 2013 working capital impacts.

During the first quarter of 2014, the Corporation issued $5.5 billion of long-term debt and used the proceeds to reduce short-term debt. Net cash used in financing activities of $19 billion in the first nine months of 2014 was $7.8 billion higher than 2013 reflecting total debt reduction in 2014 and short-term debt issuance in 2013, partially offset by a lower level purchases of shares of ExxonMobil stock in 2014.

During the third quarter of 2014, Exxon Mobil Corporation purchased 30 million shares of its common stock for the treasury at a gross cost of $3.0 billion. These purchases were reduce the number of shares outstanding. Shares outstanding decreased from 4,265 million at the end of the second quarter to 4,235 million at the end of the third quarter 2014. Purchas 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 to shareholders a total of $5.9 billion in the third quarter of 2014 through dividends and share purchases to reduce shares outstanding.

Total cash and cash equivalents of $5.0 billion at the end of the third quarter of 2014 compared to $5.7 billion at the end of the third quarter of 2013.

Total debt of $21.8 billion compared to $22.7 billion at year-end 2013. The Corporation's debt to total capital ratio was 10.4 percent at the end of the third quarter of 2014 compared t 11.2 percent at year-end 2013.

While the Corporation issues long-term debt from time to time, the Corporation currently expects to cover its near-term financial requirements predominantly with internally generate funds, supplemented by its revolving commercial paper program.

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 prograr dispositions will continue to be made from time to time which will result in either gains or losses. Additionally, the Corporation continues to evaluate opportunities to enhance its busines portfolio through acquisitions of assets or companies, and enters into such transactions from time to time. Key criteria for evaluating acquisitions include potential for future growth ar attractive current valuations. Acquisitions may be made with cash, shares of the Corporation's common stock, or both.

Litigation and other contingencies are discussed in Note 2 to the unaudited condensed consolidated financial statements.

TAXES

	Third Quarter		**First Nine Months**	
	2014	**2013**	**2014**	**2013**
	(millions of dollars)			
Income taxes	5,064	6,120	15,955	18,190
Effective income tax rate	*43%*	*48%*	*43%*	*48%*
Sales-based taxes	7,519	7,882	22,806	22,926
All other taxes and duties	9,060	9,252	27,223	27,019
Total	21,643	23,254	65,984	68,135

Income, sales-based and all other taxes and duties totaled $21.6 billion for the third quarter of 2014, a decrease of $1.6 billion from 2013. Income tax expense decreased by $1.1 billion $5.1 billion as a result of a lower effective tax rate. The effective income tax rate was 43 percent compared to 48 percent in the prior year period due primarily to impacts related to th Corporation's asset management program. Sales-based taxes and all other taxes and duties decreased by $0.6 billion to $16.6 billion.

Income, sales-based and all other taxes and duties totaled $66.0 billion for the first nine months of 2014, a decrease of $2.2 billion from 2013. Income tax expense decreased by $2 billion to $16.0 billion as a result of a lower effective tax rate. The effective income tax rate was 43 percent compared to 48 percent in the prior year due primarily to impacts related to th Corporation's asset management program. Sales-based and all other taxes were flat at $50.0 billion.

CAPITAL AND EXPLORATION EXPENDITURES

	Third Quarter		First Nine Months	
	2014	2013	2014	2013
	(millions of dollars)			
Upstream (including exploration expenses)	8,424	9,475	24,082	29,599
Downstream	780	556	2,002	1,740
Chemical	626	509	1,970	1,215
Other	7	6	19	11
Total	9,837	10,546	28,073	32,565

Capital and exploration expenditures in the third quarter of 2014 were $9.8 billion, down 7 percent from the third quarter of 2013.

Capital and exploration expenditures in the first nine months of 2014 were $28.1 billion, down 14 percent from the first nine months of 2013 due primarily to the absence of the $3 billion Celtic Exploration Ltd. acquisition. The Corporation anticipates an average investment profile of about $37 billion per year for the next several years. Actual spending could var depending on the progress of individual projects and property acquisitions.

As noted in Item 1A of ExxonMobil's Form 10-K for 2013, the Corporation's results can be adversely affected by political or regulatory developments affecting our operations. Thes include restrictions on doing business in certain countries, or restricting the kind of business that may be conducted. As noted in ExxonMobil's Form 10-Q for the quarter ended June 3(2014, both the European Union (EU) and the United States (U.S.) have imposed sanctions against Russia relating to the situation in the Ukraine. On September 12, 2014, the EU and U.S imposed additional sanctions relating to the Russian energy sector. In compliance with the sanctions and all general and specific licenses, prohibited activities involving offshore Russia i the Black Sea, Arctic regions, and onshore West Siberia have been wound down.

RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board issued a new standard, *Revenue from Contracts with Customers.* The standard establishes a single revenue recognition model fo all contracts with customers, eliminates industry specific requirements and expands disclosure requirements. The standard is required to be adopted beginning January 1, 201 ExxonMobil is evaluating the standard and its effect on the Corporation's financial statements.

FORWARD-LOOKING STATEMENTS

Statements relating to future plans, projections, events or conditions are forward-looking statements. Actual results, including project plans, costs, timing, and capacities; capital an exploration expenditures; resource recoveries; and share purchase levels, could differ materially due to factors including: changes in oil or gas prices or other market or econom conditions affecting the oil and gas industry, including the scope and duration of economic recessions; the outcome of exploration and development efforts; changes in law or governmer regulation, including tax and environmental requirements; the outcome of commercial negotiations; changes in technical or operating conditions; and other factors discussed under th heading "Factors Affecting Future Results" in the "Investors" section of our website and in Item 1A of ExxonMobil's 2013 Form 10-K. We assume no duty to update these statements as o any future date.

The term "project" as used in this report can refer to a variety of different activities and does not necessarily have the same meaning as in any government payment transparency report

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the nine months ended September 30, 2014, does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10 K for 2013.

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 th Corporation's disclosure controls and procedures as of September 30, 2014. Based on that evaluation, these officers have concluded that the Corporation's disclosure controls an 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, a 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 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 th 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

ExxonMobil Refining & Supply Company, a division of the Corporation, entered into a Consent Agreement and Final Order, effective August 19, 2014, resolving two alleged violation relating to a purported failure to annually certify operating procedures for two processes and an alleged failure to fully train contract employees on practices associated with openir process equipment during two incidents at the Baton Rouge Refinery in early 2012. These alleged violations were identified by the United States Environmental Protection Agency (EPA during a July 2012 inspection of the refinery. The settlement terms, agreed to by the EPA and the Corporation, require the Corporation to pay a civil penalty in the amount of $120,000.

As reported in the Corporation's Form 10-Q for the second quarter of 2014, on May 20, 2014, the Texas Commission on Environmental Quality (TCEQ) issued a Notice c Enforcement and Proposed Agreed Order alleging that record reviews and inspections at ExxonMobil Oil Corporation's (EMOC) Beaumont, Texas, refinery in 2013 and 2014, identifie deficiencies in the refinery's cooling tower monitoring activities and one air emission event, which allegedly violated provisions of the Texas Health and Safety Code, the Texas Wate Code, and the Code of Federal Regulations. Additionally, TCEQ identified deficiencies in a refinery continuous emissions monitoring system relative accuracy test audit procedure. Th parties have agreed upon full settlement of the enforcement action which imposes a $200,859 penalty on EMOC. To date, $100,429 has been paid to TCEQ. The balance will be paid to Supplemental Environmental Project upon endorsement by TCEQ.

Regarding the civil enforcement investigation related to the April 28, 2012, discharge of crude oil from the ExxonMobil Pipeline Company's (EMPCo) North Line Pipeline nea Torbert in Pointe Coupee Parish, Louisiana, previously reported in the Corporation's Form 10-Q for the third quarter of 2013, EMPCo entered into a Consent Decree with U.S. Departme of Justice and the EPA, which was filed in federal court on August 26, 2014, and approved by the Court on October 17, 2014. EMPCo agreed to a penalty of $1.437 million whic resolved the Clean Water Act allegation. The allegations raised by the Louisiana Department of Environmental Quality remain unresolved at this time.

Regarding the U.S. Department of Transportation Pipeline & Hazardous Material Safety Administration (PHMSA) enforcement action with respect to EMPCo's pipeline integrit management program previously reported in the Corporation's Form 10-Q for the first quarter of 2012 and second quarter of 2013, on July 15, 2014, PHMSA issued its decision o EMPCo's Petition for Reconsideration and reduced the civil penalty imposed on EMPCo from $112,300 to $101,500 and reduced the number of pipeline segments required to be hydr pressure tested from 16 to 7 segments. EMPCo paid the penalty assessed on August 4, 2014.

Regarding the enforcement matter brought by TCEQ concerning alleged exceedances of volatile organic compound emissions from Tank 22 at the Corporation's King Ranch Gas Plar previously reported in the Corporation's Form 10-K for 2013, the parties have agreed upon a settlement of the matter, which was approved by the TCEQ Commissioners on August 2(2014. The settlement requires the Corporation to comply with the applicable new source review permit, remove Tank 22 from service, and pay a penalty of $225,450 consisting of $90,180 civil penalty and a $90,180 payment to a TCEQ-approved Supplemental Environmental Project fund. The remaining $45,090 of the penalty will be deferred and removed if all the terms of the settlement agreement are achieved by August 20, 2015.

As reported in the Corporation's Forms 10-Q for the first quarter of 2012 and the first and second quarters of 2014, the EPA issued administrative orders to XTO Energy Inc. (XTO) fc alleged violations of the Clean Water Act at three XTO locations in West Virginia. In addition, XTO voluntarily disclosed six additional West Virginia sites to the EPA. One of these voluntarily reported sites has been resolved with no enforcement action taken. Negotiations continue on a Consent Decree for the remaining eight sites to resolve outstanding penalty ar compliance issues. It is expected that the EPA will seek penalties from XTO in excess of $100,000 to resolve the matters at all of the remaining sites.

Refer to the relevant portions of Note 2 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 September 30, 2014

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 2014	9,877,347	$102.84	9,877,347	
August 2014	10,020,040	$99.09	10,020,040	
September 2014	10,271,733	$96.70	10,271,733	
Total	30,169,120	$99.50	30,169,120	(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 wit 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 ha continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In its most recent earnings release dated October 31, 2014, th Corporation stated that fourth quarter 2014 share purchases to reduce shares outstanding are anticipated to equal $3 billion. Purchases may be made in both the open market and throug negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice.

Item 6. Exhibits

Exhibit	Description
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.
101	Interactive Data Files.

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: November 5, 2014	By:	/s/ DAVID S. ROSENTHAL
		David S. Rosenthal 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.
101	Interactive Data Files.

EXHIBIT 31.

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 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, result 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) a 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 informat 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 be 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 reasona assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accoun 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 cont 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 registra 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 finan 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 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 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: November 5, 2014

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

EXHIBIT 31.

Certification by Andrew P. Swiger
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Andrew P. Swiger, 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 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, result 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) a 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 informat 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 be 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 reasona assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accoun 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 cont 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 registra 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 finan 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 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 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: November 5, 2014

/s/ ANDREW P. SWIGER
Andrew P. Swiger
Senior Vice President
(Principal Financial Officer)

EXHIBIT 31.

Certification by David S. Rosenthal
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, David S. Rosenthal, 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 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, result 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) a 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 informat 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 be 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 reasona assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accoun 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 cont 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 registra 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 finan 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 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 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: November 5, 2014

/s/ DAVID S. ROSENTHAL

David S. Rosenthal
Vice President and Controller
(Principal Accounting Officer)

EXHIBIT 32.

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 o 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 September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Repo 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: November 5, 2014

/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 th Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.

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, Andrew P. Swiger, the principal financial officer o 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 September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Repo 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: November 5, 2014

/s/ ANDREW P. SWIGER
Andrew P. Swiger
Senior Vice President
(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 th Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.

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, David S. Rosenthal, the principal accountin 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 September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Repo 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: November 5, 2014

/s/ DAVID S. ROSENTHAL

David S. Rosenthal
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 th Securities and Exchange Commission or its staff upon request.