

IMPERIAL OIL LTD  
Form 8-K  
January 31, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 31, 2012

IMPERIAL OIL LIMITED

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(Exact name of registrant as specified in its charter)

Canada  
(State or other jurisdiction)

0-12014  
(Commission File Number)

98-0017682  
(IRS Employer Identification No.)

of incorporation)

237 Fourth Avenue S.W., Calgary, Alberta  
(Address of principal executive offices)

T2P 3M9  
(Zip Code)

Registrant's telephone number, including area code: (800) 567-3776

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On January 31, 2012, Imperial Oil Limited (the Company) by means of a press release disclosed information relating to the Company's financial condition and results of operations for the fiscal quarter ended December 31, 2011. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

- 99.1 News release of the Company on January 31, 2012 disclosing information relating to the Company's estimated fourth-quarter financial and operating results for the fiscal quarter ended December 31, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMPERIAL OIL LIMITED

Date: January 31, 2012

By: */s/ Brian Livingston*

Name: Brian Livingston  
Title: Vice-President, General Counsel and  
Corporate Secretary

By: */s/ Brent Latimer*

Name: Brent Latimer  
Title: Assistant Secretary