

IMPERIAL OIL LTD  
Form 8-K  
December 21, 2011

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): December 21, 2011

IMPERIAL OIL LIMITED

(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)
  
- 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 December 21, 2011, Imperial Oil Limited (the Company) by means of a press release announced its board of directors has approved the expansion phase of the Kearl Oil Sands Project, a surface mining operation under construction northeast of Fort McMurray, Alberta. 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 December 21, 2011 announcing its board of directors has approved the expansion phase of the Kearl Oil Sands Project, a surface mining operation under construction northeast of Fort McMurray, Alberta.

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: December 21, 2011

By:

*/s/ Brian Livingston*

Name: Brian Livingston

Title: Vice-President, General Counsel and  
Corporate Secretary

By: */s/ Cathryn Walker*

Name: Cathryn Walker

Title: Assistant Secretary