

IMPERIAL OIL LTD  
Form 8-K  
February 07, 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): February 2, 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)

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

T2P 3M9  
(Zip Code)

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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 5.02 Compensatory Arrangements of Certain Officers.

Effective February 2, 2012, Imperial Oil Limited (the Company ) adopted a Short Term Incentive Program for selected employees of the Company.

Item 9.01 Financial Statements and Exhibits.

(C) Exhibits.

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

10(iii)(A)(1) Short Term Incentive Program as effective February 2, 2012

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: February 6, 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