

IMPERIAL OIL LTD
Form 8-K
November 01, 2006

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): October 31, 2006

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

Canada

0-12014

98-0017682

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

237 Fourth Avenue S.W., Calgary,
Alberta

T2P 3M9

(Address of principal executive
offices)

(Zip Code)

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

(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))
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Item 2.02 Results of Operations and Financial Condition.

On October 31, 2006, 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 September 30, 2006. 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 Press release of the Company on October 31, 2006 disclosing information relating to the Company's financial condition and results of operations for the fiscal quarter ended September 30, 2006.

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: October 31, 2006

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