

EXXON MOBIL CORP  
Form S-8 POS  
December 29, 2010

As filed with the Securities and Exchange Commission on December 29, 2010

Registration No. 333-167786

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8 REGISTRATION STATEMENT NO. 333-167786  
UNDER THE SECURITIES ACT OF 1933

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 No.)

5959 Las Colinas Boulevard  
Irving, Texas 75039-2298  
(972) 444-1000  
(Address of Principal Executive Offices)

XTO Energy Inc. Employees' 401(k) Plan  
(Full Titles of the Plan(s))

Lucille J. Cavanaugh  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298  
(Name and Address of Agent for Service)

(972) 444-1000  
(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:

Edmond T. FitzGerald  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017

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(212) 450-4000

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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  (Do not check if a smaller reporting company)

Smaller reporting company

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement of Exxon Mobil Corporation (“ExxonMobil”) on Form S-8 (File No. 333-167786) filed with the Securities and Exchange Commission on June 25, 2010 (the “Registration Statement”), which registered 2,000,000 shares of ExxonMobil common stock, without par value (“Common Stock”), and an indeterminate amount of interests, to be offered pursuant to the XTO Energy Inc. Employees’ 401(k) Plan, as amended (the “Plan”).

Plan contributions may no longer be invested in the Common Stock fund and therefore Plan interests are exempt from registration. Furthermore, ExxonMobil has approved the merger of the Plan with and into the ExxonMobil Savings Plan (the “Merger”), another defined contribution plan sponsored by ExxonMobil. As a result of the Merger, the Plan and the interests therein will cease to exist.

Accordingly, ExxonMobil hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by ExxonMobil in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all Plan interests and all shares of Common Stock registered but unsold under the Registration Statement as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on the 28th day of December, 2010.

EXXON MOBIL CORPORATION

By: /s/ Rex W. Tillerson  
Name: Rex W. Tillerson  
Title: Chairman of the Board

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The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed this 28th day of December, 2010 by the following persons in the following capacities.

| Signature                                      | Title  | Date     |
|--|--|----------|
| /s/ Rex W. Tillerson<br>Rex W. Tillerson       | Chairman of the Board<br>(Principal Executive Officer)               | 12/28/10 |
| *<br>Michael J. Boskin                         | Director   | 12/28/10 |
| *<br>Larry R. Faulkner                         | Director   | 12/28/10 |
| *<br>Kenneth C. Frazier                        | Director   | 12/28/10 |
| *<br>William W. George                         | Director   | 12/28/10 |
| *<br>Marilyn Carlson Nelson                    | Director   | 12/28/10 |
| *<br>Samuel J. Palmisano                       | Director   | 12/28/10 |
| *<br>Steven S Reinemund                        | Director   | 12/28/10 |
| *<br>Edward E. Whitacre, Jr.                   | Director   | 12/28/10 |
| <br>Peter Brabeck-Letmathe                     | Director   | 12/28/10 |
| <br>Jay S. Fishman                             | Director   | 12/28/10 |
| /s/ Donald D. Humphreys<br>Donald D. Humphreys | Senior Vice President and Treasurer<br>(Principal Financial Officer) | 12/28/10 |
| /s/ Patrick T. Mulva<br>Patrick T. Mulva       | Vice President and Controller<br>(Principal Accounting Officer)      | 12/28/10 |

\*By: /s/ Randall M. Ebner  
Name: Randall M. Ebner

Title: Attorney-in-Fact

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The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the employee benefit plan) has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on the 28th day of December, 2010.

XTO Energy Inc. Employees' 401(k) Plan

/s/ Karen Wilson  
Karen Wilson  
Plan Administrator

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EXHIBIT INDEX

Exhibit  
Number

24.1 Powers of Attorney (previously filed with the original Registration Statement on Form S-8 as filed with the Securities and Exchange Commission on June 25, 2010).

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