

IMPERIAL OIL LTD  
Form 8-K  
February 21, 2008

**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 20, 2008

**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 0H6

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 1-800-567-3776

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

T.J. (Tim) Hearn, currently chairman and chief executive officer of Imperial Oil Limited, has announced his intention to retire as director, chairman and chief executive officer of Imperial Oil Limited effective March 31, 2008. The Board of Directors of Imperial Oil Limited has appointed B.H. (Bruce) March, currently director and president of Imperial Oil Limited, to succeed Mr. Hearn as chairman, president and chief executive officer effective April 1, 2008.

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 Imperial Oil Limited announcing that T.J. (Tim) Hearn, currently chairman and chief executive officer of Imperial Oil Limited, has announced his intention to retire effective March 31, 2008 and that the Board of Directors of Imperial Oil Limited has appointed B.H. (Bruce) March, currently president of Imperial Oil Limited, to succeed Mr. Hearn as chairman, president and chief executive officer effective April 1, 2008.
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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 20, 2008

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