FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response......0.5

(Print or Type Respor	ises)															
1. Name and Address	s of Reporting	Person*	2. Issuer Na	me and Tickle	r or Trading	Symbol			6. Rela	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
										Director		10% Ow	/ner			
									x	Officer (give title below)		specify				
Foster	Mori	ris E.		Exxon N	1obil C	orpor	ation - XOM									
											Vice Pres	sident				
(Last)		ntification Nur		4.	Statement for Month/	Day/Year										
			(voluntary	Person, if an e		March 21,	2003	7. Individual or Joint/Group Filing (Check Applicable Line)								
5959 I					5. If Amendment, Date of Original (Month/Day/Year)			Form filed by One Reporting Person								
	(Street)				Grigma (Moliu) Day/ Teal)						Form filed by More than One Reporting Person					
Irving	ТХ	75039-2298	3													
(City)	(State)	(Zip)		Table I ¾ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.8)	4. Securities Acquir or Disposed of (I (Instr. 3, 4 and 5)	1		5. Amount of Securities Beneficially Owned Following Reported		6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner- ship			
		Y	Year)		Code	v	Amount	(A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(I) (Instr. 4)	(Instr. 4)		
Common Stock			03/21/2003		S		35,000	D	\$35.96			58,477	D	1		
Common Stock												202.3579	D	IRA Account		
Common Stock											2	2,592.7950	I	By Minor Child		
Common Stock											2	2,321.4020	I	By Minor Child		
Common Stock											2	2,321.4020	I	By Minor Child		
Common Stock												82,456	I	By Savings Plan		
Common Stock												207.581	I	By Spouse		
Common Stock												225.6715	I	Spouse IRA Account (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

FORM 4 (continued)		Table II ¾ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	sion or Exercise Price of Deri- vative	3. Trans- action Date (Month/ Day/ Year)	3A, Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr.	9. Number of deriv- ative Secur- ities Bene- ficially	10. Owner- ship Form of Deri- vative Security: Direct	11. Nature of Indirect Benefi- cial Owner- ship
				Code	v	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Owned Follow- ing Reported Trans- action(s) (Instr. 4)	(D) or Indirect (I) (Instr. 4)	(Instr. 4)
Bonus Share Units with Dividend Equivalent Rights	1 for 1							(2)	(2)	Common Stock			3,713	D	
Employee Stock Option (Right to Buy)	\$15.89063							11/24/1994	11/24/2003	Common Stock		\$15.89063	66,000	D	
Employee Stock Option (Right to Buy)	\$15.12500							11/30/1995	11/30/2004	Common Stock		\$15.12500	76,000	D	
Employee Stock Option (Right to Buy)	\$19.73438							11/29/1996	11/29/2005	Common Stock		\$19.73438	88,000	D	
Employee Stock Option (Right to Buy)	\$23.53125							11/27/1997	11/27/2006	Common Stock		\$23.53125	96,000	D	
Employee Stock Option (Right to Buy)	\$30.70313							11/26/1998	11/26/2007	Common Stock		\$30.70313	92,000	D	
Employee Stock Option (Right to Buy)	\$36.18750							11/25/1999	11/25/2008	Common Stock		\$36.18750	92,000	D	

Employee Stock Option (Right to Buy)	\$41.78125				12/08/2000	12/08/2009	Common Stock	\$41.78125	92,000	D	
Employee Stock Option (Right to Buy)	\$45.21875				11/29/2001	11/29/2010	Common Stock	\$45.21875	110,000	D	
Employee Stock Option (Right to Buy)	\$37.12000				11/28/2002	11/28/2011	Common Stock	\$37.12000	110,000	D	

Explanation of Responses:

(1) Beneficial ownership of these shares is disclaimed by the reporting person.

(2) To be settled in shares in installments following retirement.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/s/ M. E. Foster 03/24/2003
**Signature of Reporting Person Date
M. E. Foster

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