

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): June 25, 2010

**Exxon Mobil Corporation**

(Exact Name of Registrant  
as Specified in Charter)

**New Jersey**

(State or Other Jurisdiction of Incorporation)

**1-2256**

(Commission File Number)

**13-5409005**

(IRS Employer Identification No.)

**5959 Las Colinas Boulevard, Irving, Texas**

(Address of Principal Executive Offices)

**75039-2298**

(Zip Code)

Registrant's telephone number, including area code: **(972) 444-1000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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 2.01. Completion of Acquisition or Disposition of Assets**

On June 25, 2010, Exxon Mobil Corporation (the “**Company**”) completed its previously announced acquisition of XTO Energy Inc. (“**XTO Energy**”). Pursuant to the terms of the Agreement and Plan of Merger dated as of December 13, 2009 (the “**Merger Agreement**”) among the Company, XTO Energy and ExxonMobil Investment Corporation, a wholly owned subsidiary of the Company (“**Merger Sub**”), Merger Sub merged with and into XTO Energy (the “**Merger**”), with XTO Energy continuing as the surviving corporation and a wholly owned subsidiary of the Company.

Under the terms of the Merger Agreement, each outstanding share of XTO Energy common stock (other than those held by XTO Energy as treasury stock or by the Company) was cancelled and converted into the right to receive 0.7098 of a share of the Company’s common stock. XTO Energy stockholders will receive cash in lieu of any fractional shares of the Company’s common stock that they would otherwise be entitled to receive in the Merger.

In connection with the Merger, the Company will issue approximately 416.5 million shares of its common stock to former XTO Energy stockholders in exchange for their shares of XTO Energy common stock, and reserve for issuance approximately 12.6 million additional shares of the Company’s common stock in connection with the conversion of XTO Energy’s outstanding employee stock options.

ExxonMobil’s reported earnings and production volumes for the second quarter will include XTO Energy results only for the last five days of the quarter, from the closing date of June 25 through the end of the month. ExxonMobil’s reported per share results for the second quarter will be based on the average daily number of shares outstanding during the quarter.

The foregoing summary of the Merger Agreement, and the transactions contemplated thereby, does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is attached as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 14, 2009 and incorporated herein by reference.

## **Item 8.01 Other Events**

On June 25, 2010, the Company issued a press release announcing that (i) XTO Energy stockholders approved the adoption of the Merger Agreement at the special meeting of XTO Energy stockholders held on June 25, 2010 and (ii) the Merger was completed shortly after the special meeting of XTO Energy stockholders on June 25, 2010.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits**

### **(d) Exhibits**

2.1 Agreement and Plan of Merger dated as of December 13, 2009 among Exxon Mobil Corporation, XTO Energy Inc. and ExxonMobil Investment Corporation (incorporated by reference to Exhibit 2.1 of Exxon Mobil Corporation’s Current Report on Form 8-K filed on December 14, 2009).

99.1 Press Release of Exxon Mobil Corporation dated June 25, 2010.

**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.

**EXXON MOBIL CORPORATION**

Date: June 25, 2010

By: /s/ PATRICK T. MULVA

Name: Patrick T. Mulva

Title: Vice President, Controller and Principal Accounting Officer

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
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|------|--|
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CONTACT: ExxonMobil  
972-444-1107

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
972 444 1107 Telephone  
972 444 1138 Facsimile

FOR IMMEDIATE RELEASE  
FRIDAY, JUNE 25, 2010

**ExxonMobil Announces Completion of All-Stock Transaction For XTO**  
*New organization created to focus on global unconventional resource development*

- **Jack Williams elected president and Keith Hutton named executive vice-president**
- **To be known as XTO Energy Inc. and maintain head office in Fort Worth, TX**
- **Nearly all of XTO's 3,300 employees to transition to new company**

IRVING, Texas -- (BUSINESSWIRE) -- Exxon Mobil Corporation (NYSE: XOM) announced today it has completed its agreement with XTO Energy Inc., creating a new organization to focus on global development and production of unconventional resources.

Under the agreement, approved by XTO stockholders at a special meeting Friday, the new organization will continue to be known as XTO Energy Inc. and maintain its head office location in Fort Worth, Texas.

Jack Williams, a former vice president of ExxonMobil Development Company, has been elected president of XTO Energy Inc. Keith Hutton, formerly XTO's chief executive officer, is executive vice president of the new organization.

"With this agreement, we are combining XTO's skills, capabilities and asset base with ExxonMobil's advanced research and development and operational capabilities, global scale and financial capacity," said Williams. "The new organization will create the opportunity for more jobs and investment in the development and production of clean-burning natural gas both here in the United States and around the world."

Nearly all of XTO's 3,300 employees are transitioning to the new organization, which Hutton said is the result of what has been a key focus of transition planning since the agreement was announced in December 2009.

"ExxonMobil worked closely with XTO's management to ensure employees understand how important they are to the future success of the new organization," said Hutton. "XTO's employees bring the ability to enhance ExxonMobil's global operations through the vast experience they have gained in innovative and efficient resource development in the United States."

Rex W. Tillerson, chairman and chief executive officer of ExxonMobil, said this conclusion of the agreement is good news for the United States as it will help produce more of America's own clean-burning natural gas, which brings with it innovation, technology, investment and jobs.

"ExxonMobil's Energy Outlook indicates that gas will grow more rapidly than any other major energy source given its availability and relatively low carbon profile," said Tillerson. "We believe gas is the fuel of

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choice for power generation, producing fewer greenhouse gas emissions than other electrical-generation fuels, such as coal.”

The agreement received regulatory clearance from the competition authorities in March.

Under the agreement, each outstanding common share of XTO has been converted into the right to receive 0.7098 shares of ExxonMobil common stock, with cash to be paid in lieu of any fractional shares. More information on the exchange of XTO shares for ExxonMobil shares will be mailed to XTO stockholders in the near future.

XTO's resource base is the equivalent of 45 trillion cubic feet of gas and includes shale gas, tight gas, coal bed methane, shale oil and conventional oil and gas production. These will complement ExxonMobil's holdings in the United States, Canada, Germany, Poland, Argentina and Indonesia.

### **Analyst Conference Call Information**

ExxonMobil will conduct an analyst conference call on Thursday, July 8, 2010 at 11 a.m. Eastern Time (10 a.m. Central Time) to discuss the transaction (URL will be available at [www.exxonmobil.com](http://www.exxonmobil.com)).

The slides to be discussed during the call will be available at [www.exxonmobil.com](http://www.exxonmobil.com) for viewing and download starting at 10:45 a.m. Eastern Time (9:45 a.m. Central Time) on July 8, 2010.

### **Audio Webcast Participation**

Listen Only Numbers:

Domestic: 877-780-3379

International: 719-325-2269

Confirmation Code: 9648931

Replay Telephone Numbers:

888-203-1112 or 719-457-0820

Confirmation Code: 9648931

Replay available starting at 5 p.m. Eastern Time (4 p.m. Central Time), and running through July 15 at Midnight.

### **About ExxonMobil**

ExxonMobil, the largest publicly traded international oil and gas company, uses technology and innovation to help meet the world's growing energy needs. ExxonMobil holds an industry-leading inventory of resources, is the largest refiner and marketer of petroleum products, and its chemical company is one of the largest in the world. For more information, visit [www.exxonmobil.com](http://www.exxonmobil.com).

### **Cautionary Statement Regarding Forward-Looking Statements**

Statements in this release regarding future plans, expectations, projections, events or conditions are forward-looking statements. Actual results, including business plans and results, integration benefits and demand growth, could differ materially as a result of a variety of factors, including: our ability to achieve the synergies and value creation contemplated by the merger; our ability to promptly and effectively integrate XTO's businesses; the diversion of management time on integration-related issues; our ability to retain key XTO personnel; changes in long-term oil or gas prices or other market or economic conditions affecting the oil and gas industry; political or regulatory developments; unforeseen technical or operating difficulties; political events or disturbances; reservoir performance; the outcome of commercial negotiations; wars and acts of terrorism or sabotage; and other factors discussed under the heading "factors affecting future results" available through the "investors" section on ExxonMobil's website and in Item 1A of ExxonMobil's 2009 Form 10-K. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on our results of operations or financial condition. We assume no duty to update these statements as of any future date. References to resources in this release include quantities that are not yet classified as "proved reserves" under SEC definitions, but that we believe will ultimately be produced.

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