FORM 4

(Print or Type Responses)

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

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|------------------------------------|---------------------|---------------|--|---|---|----------------------|---|------------------|--|--|------------------------------------|-------|---|--|------------|--|--|
| 1. Name and Address o | of Reporting Pe | erson* | 2. Issuer Na | me and Tickle | r or Trading | Symbol | | | 6. Relat | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
| | | | | | | | | | X | Director | | | 10% Ow | /ner | | | |
| | | | | | | | | | Officer (give title below) | Other (specify below) | | | | | | | |
| Kaplan | Heler | | Exxon N | 1obil C | orpor | ration - XOM | [| | | | | | | | | | |
| (Last) | (First) | | ntification Nur Person, if an e | | 4. | Statement for Month/ | Day/Year | | | | | | | | | | |
| Skadden, Arps | s, Slate, Me LLP | eagher & Flom | (voluntary |) | inity | | March 31, | 2003 | 7. Indiv | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| Four Times | Square | - 44th Floor | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | Form filed by One Reporting Person | | | | | | | |
| | (Street) | | | | | | | | Form filed by More than One Reporting Person | | | | | | | | |
| New York, | NY | 10036-6522 | | | | | | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | Tal | ble I ¾ Non-Derivat | ive Securitie | s Acquired | l, Disposed of, o | r Beneficially C | 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 Acqui or Disposed of ((Instr. 3, 4 and 5 | | | 5. Amount of Securities Beneficially Owned Following Reported | | | ship Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Owner- ship | | | |
| | | | Year) | | Code | v | Amount | (A) or (D) | | Price | Transaction(s) (Instr. 3 and 4) | | | (I) (Instr. 4) | (Instr. 4) | | |
| Common Stock | | | | | | | | | | | | | 16,700 | D | | | |
| Common Stock | | | | | | | | | | | | | 25,722 | I | By Trust | | |
| | | | | | | | | | | | | | | | | | |
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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 ¼ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|---|---|---|--|---|--|-----|--|-------------------------|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deri- vative Security | 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. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned | 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 | | Follow- ing Reported Trans- action(s) (Instr. 4) | (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
| Notional Stock Units with Dividend Equivalents (1) | 1 for 1 | | | | | | | (1) | (1) | Common Stock | | | 21,666.1839 | D | |
| Notional Stock Units with Dividend Equivalents (2) | 1 for 1 | 03/31/2003 | | Α | | 737.956 | | (2) | (2) | Common Stock | 737.956 | \$35.910 | 5,084.1120 | D | |
| | | | | | | | | | | | | | | | |
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| Expla | Explanation of Responses: | | | | | | | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| (1) To | (1) To be settled in cash in annual installments that commenced in 2000. | | | | | | | | | | | | | | | |
| (2) To be settled in cash in annual installments following retirement | | | | | | | | | | | | | | | | |

(2) To be settled in cash in annual installments following retirement. This form signed pursuant to the terms of the Power of Attorney executed on 08/26/2002 and filed with the SEC on 09/09/2002.

/s/ C. E. Whittemore

** 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.

*Attorney-in-Fact

C. E. Whittemore

04/01/2003 Date

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