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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________to________

Commission File Number 1-2256

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 Number)**
5959 Las Colinas Boulevard, Irving, Texas	**75039-2298**
(Address of principal executive offices)	**(Zip Code)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 9 days. Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ☐

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	x	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of June 30, 2012
Common stock, without par value	**4,615,939,496**

EXXON MOBIL CORPORATION

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF INCOME
(millions of dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	
REVENUES AND OTHER INCOME				
Sales and other operating revenue *(1)*	$ 112,745	$ 121,394	$ 231,934	$ [illegible]
Income from equity affiliates	3,651	3,720	7,861	
Other income	10,967	372	11,621	
Total revenues and other income	127,363	125,486	251,416	[illegible]
COSTS AND OTHER DEDUCTIONS				
Crude oil and product purchases	66,344	69,447	136,169	[illegible]
Production and manufacturing expenses	9,787	10,322	19,637	[illegible]
Selling, general and administrative expenses	3,486	3,681	7,087	
Depreciation and depletion	3,899	3,881	7,741	
Exploration expenses, including dry holes	372	592	894	
Interest expense	50	45	157	
Sales-based taxes *(1)*	8,027	8,613	16,520	[illegible]
Other taxes and duties	9,207	10,286	19,505	[illegible]
Total costs and other deductions	101,172	106,867	207,710	[illegible]
Income before income taxes	26,191	18,619	43,706	[illegible]
Income taxes	8,537	7,721	16,253	[illegible]
Net income including noncontrolling interests	17,654	10,898	27,453	[illegible]
Net income attributable to noncontrolling interests	1,744	218	2,093	
Net income attributable to ExxonMobil	$ 15,910	$ 10,680	$ 25,360	$ [illegible]
Earnings per common share (dollars)	$ 3.41	$ 2.19	$ 5.41	$
Earnings per common share - assuming dilution (dollars)	$ 3.41	$ 2.18	$ 5.41	$
Dividends per common share (dollars)	$ 0.57	$ 0.47	$ 1.04	$
(1) Sales-based taxes included in sales and other operating revenue	*$ 8,027*	*$ 8,613*	*$ 16,520*	*$ [illegible]*

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(millions of dollars)

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net income including noncontrolling interests	$ 17,654	$ 10,898	$ 27,453	$ 21,811
Other comprehensive income (net of income taxes)				
Foreign exchange translation adjustment	(1,367)	778	(322)	2,112
Adjustment for foreign exchange translation (gain)/loss included in net income	(4,302)	-	(4,235)	-
Postretirement benefits reserves adjustment (excluding amortization)	224	(160)	(180)	(565)
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	1,236	321	1,629	631
Change in fair value of cash flow hedges	-	7	-	10
Realized (gain)/loss from settled cash flow hedges included in net income	-	(14)	-	(33)
Total other comprehensive income	(4,209)	932	(3,108)	2,155
Comprehensive income including noncontrolling interests	13,445	11,830	24,345	23,966
Comprehensive income attributable to noncontrolling interests	196	293	521	612
Comprehensive income attributable to ExxonMobil	$ 13,249	$ 11,537	$ 23,824	$ 23,354

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
(millions of dollars)

	June 30, 2012	Dec. 31, 2011
ASSETS		
Current assets		
Cash and cash equivalents	$ 17,802	$ 12,664
Cash and cash equivalents – restricted	215	404
Notes and accounts receivable – net	33,741	38,642
Inventories		
Crude oil, products and merchandise	11,729	11,665
Materials and supplies	3,429	3,359
Other current assets	5,881	6,229
Total current assets	72,797	72,963
Investments, advances and long-term receivables	33,921	34,333
Property, plant and equipment – net	214,940	214,664
Other assets, including intangibles – net	7,987	9,092
Total assets	$ 329,645	$ 331,052
LIABILITIES		
Current liabilities		
Notes and loans payable	$ 6,704	$ 7,711
Accounts payable and accrued liabilities	51,322	57,067
Income taxes payable	12,110	12,727
Total current liabilities	70,136	77,505
Long-term debt	8,877	9,322
Postretirement benefits reserves	22,117	24,994
Deferred income tax liabilities	36,851	36,618
Other long-term obligations	23,679	21,869
Total liabilities	161,660	170,308
Commitments and contingencies (Note 2)		
EQUITY		
Common stock, without par value:		
Authorized: 9,000 million shares		
Issued: 8,019 million shares	9,221	9,512
Earnings reinvested	351,421	330,939
Accumulated other comprehensive income	(10,659)	(9,123)
Common stock held in treasury:		
3,403 million shares at June 30, 2012	(187,172)	
3,285 million shares at December 31, 2011		(176,932)
ExxonMobil share of equity	162,811	154,396
Noncontrolling interests	5,174	6,348
Total equity	167,985	160,744
Total liabilities and equity	$ 329,645	$ 331,052

The number of shares of common stock issued and outstanding at June 30, 2012 and December 31, 2011 were 4,615,939,496 and 4,733,948,268, respectively.

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(millions of dollars)

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income including noncontrolling interests	$ 27,453	$ 21,811
Depreciation and depletion	7,741	7,642
Changes in operational working capital, excluding cash and debt	3,408	1,078
Net (gain) on asset sales	(11,109)	(600)
All other items – net	2,011	(186)
Net cash provided by operating activities	29,504	29,745
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(16,188)	(14,863)
Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments	6,243	2,838
Additional investments and advances	(397)	(2,949)
Additions to marketable securities	-	(1,754)
Other investing activities – net	1,235	871
Net cash used in investing activities	(9,107)	(15,857)
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to long-term debt	389	249
Reductions in long-term debt	(11)	(43)
Additions/(reductions) in short-term debt – net	(214)	1,182
Cash dividends to ExxonMobil shareholders	(4,878)	(4,496)
Cash dividends to noncontrolling interests	(137)	(152)
Changes in noncontrolling interests	198	(12)
Tax benefits related to stock-based awards	-	171
Common stock acquired	(10,716)	(11,165)
Common stock sold	86	452
Net cash used in financing activities	(15,283)	(13,814)
Effects of exchange rate changes on cash	24	388
Increase/(decrease) in cash and cash equivalents	5,138	462
Cash and cash equivalents at beginning of period	12,664	7,825
Cash and cash equivalents at end of period	$ 17,802	$ 8,287
SUPPLEMENTAL DISCLOSURES		
Income taxes paid	$ 12,327	$ 13,547
Cash interest paid	$ 290	$ 262

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(millions of dollars)

	ExxonMobil Share of Equity						
	Common Stock	Earnings Reinvested	Accumulated Other Compre-hensive Income	Common Stock Held in Treasury	ExxonMobil Share of Equity	Non-Controlling Interests	Tot Equ
Balance as of December 31, 2010	$ 9,371	$ 298,899	$ (4,823)	$ (156,608)	$ 146,839	$ 5,840	$
Amortization of stock-based awards	383	-	-	-	383	-	
Tax benefits related to stock-based awards	133	-	-	-	133	-	
Other	(535)	-	-	-	(535)	(4)	
Net income for the period	-	21,330	-	-	21,330	481	
Dividends – common shares	-	(4,496)	-	-	(4,496)	(152)	
Other comprehensive income	-	-	2,024	-	2,024	131	
Acquisitions, at cost	-	-	-	(11,165)	(11,165)	(12)	
Dispositions	-	-	-	1,038	1,038	-	
Balance as of June 30, 2011	$ 9,352	$ 315,733	$ (2,799)	$ (166,735)	$ 155,551	$ 6,284	$
Balance as of December 31, 2011	$ 9,512	$ 330,939	$ (9,123)	$ (176,932)	$ 154,396	$ 6,348	$
Amortization of stock-based awards	439	-	-	-	439	-	
Tax benefits related to stock-based awards	23	-	-	-	23	-	
Other	(753)	-	-	-	(753)	(1,450)	
Net income for the period	-	25,360	-	-	25,360	2,093	
Dividends – common shares	-	(4,878)	-	-	(4,878)	(214)	
Other comprehensive income	-	-	(1,536)	-	(1,536)	(1,572)	
Acquisitions, at cost	-	-	-	(10,716)	(10,716)	(31)	
Dispositions	-	-	-	476	476	-	
Balance as of June 30, 2012	$ 9,221	$ 351,421	$ (10,659)	$ (187,172)	$ 162,811	$ 5,174	$

	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
Common Stock Share Activity	Issued	Held in Treasury	Outstanding	Issued	Held in Treasury	Outsta
		(millions of shares)			*(millions of shares)*	
Balance as of December 31	8,019	(3,285)	4,734	8,019	(3,040)	
Acquisitions	-	(127)	(127)	-	(136)	
Dispositions	-	9	9	-	19	
Balance as of June 30	8,019	(3,403)	4,616	8,019	(3,157)	

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1.   Basis of Financial Statement Preparation

These unaudited condensed consolidated financial statements should be read in the context of the consolidated financial statements and notes thereto filed with the
Securities and Exchange Commission in the Corporation's 2011 Annual Report on Form 10-K. In the opinion of the Corporation, the information furnished herein reflec
known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. T
Corporation's exploration and production activities are accounted for under the "successful efforts" method.

2.   Litigation and Other Contingencies

Litigation

A variety of claims have been made against ExxonMobil and certain of its consolidated subsidiaries in a number of pending lawsuits. Management has regular litigatio
reviews, including updates from corporate and outside counsel, to assess the need for accounting recognition or disclosure of these contingencies. The Corporation ac
an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. If a range of amounts can be
reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. The Corporation does not
record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated or when the liability is believed to be
reasonably possible or remote. For contingencies where an unfavorable outcome is reasonably possible and which are significant, the Corporation discloses the nature
contingency and, where feasible, an estimate of the possible loss. For purposes of our contingency disclosures, “significant” includes material matters as well as other
matters which management believes should be disclosed. ExxonMobil will continue to defend itself vigorously in these matters. Based on a consideration of all relevan
and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil will have a materially adverse effect up
Corporation's operations, financial condition, or financial statements taken as a whole.

On June 30, 2011, a state district court jury in Baltimore County, Maryland returned a verdict against Exxon Mobil Corporation in *Allison, et al v. Exxon Mobil Corporatio*
case involving an accidental 26,000 gallon gasoline leak at a suburban Baltimore service station. The verdict included approximately $497 million in compensatory dan
and approximately $1.0 billion in punitive damages in a finding that ExxonMobil fraudulently misled the plaintiff-residents about the events leading up to the leak, the le
discovery, and the nature and extent of any groundwater contamination. ExxonMobil believes the verdict is not justified by the evidence and that the amount of the
compensatory award is grossly excessive and the imposition of punitive damages is improper and unconstitutional. The trial court denied a post-trial motion that Exxon
filed to overturn the punitive damages verdict and entered a Final Judgment in the amount of $1,488 million. ExxonMobil has appealed the verdict and judgment. The a
is pending before the Maryland Court of Appeals. In an earlier trial involving the same leak and different plaintiffs, the jury awarded compensatory damages but rejecte
plaintiffs' punitive damages claims. Those plaintiffs did not appeal the jury's denial of punitive damages. On February 9, 2012, the Maryland Court of Special Appeals
reversed in part and affirmed in part the trial court's decision on compensatory damages in that case. The Maryland Court of Appeals granted writs of certiorari to both
in response to their separate petitions seeking reversals of portions of the Court of Special Appeals' decision. The appeals in both of these cases have been consolidat
before the Maryland Court of Appeals. The ultimate outcome of all of this litigation is not expected to have a material adverse effect upon the Corporation's operations,
financial condition, or financial statements taken as a whole.

Other Contingencies

The Corporation and certain of its consolidated subsidiaries were contingently liable at June 30, 2012, for guarantees relating to notes, loans and performance under
contracts. These guarantees are not reasonably likely to have a material effect on the Corporation’s financial condition, changes in financial condition, revenues or exp
results of operations, liquidity, capital expenditures or capital resources.

	As of June 30, 2012		
	Equity Company Obligations *(1)*	Other Third Party Obligations	Total
	(millions of dollars)		
Guarantees			
Debt-related	$ 1,990	$ 64	$ 2,054
Other	3,774	3,977	7,751
Total	$ 5,764	$ 4,041	$ 9,805

(1) ExxonMobil share

Additionally, the Corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected t fulfilled with no adverse consequences material to the Corporation's operations or financial condition. The Corporation's outstanding unconditional purchase obligations June 30, 2012, were similar to those at the prior year-end period. Unconditional purchase obligations as defined by accounting standards are those long-term commitm that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing for the facilities that will provide the contracted or services.

The operations and earnings of the Corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree political developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall upon the Corporation vary greatly from country to country and are not predictable.

In accordance with a nationalization decree issued by Venezuela's president in February 2007, by May 1, 2007 a subsidiary of the Venezuelan National Oil Company (PdVSA) assumed the operatorship of the Cerro Negro Heavy Oil Project. This Project had been operated and owned by ExxonMobil affiliates holding a 41.67 percent ownership interest in the Project. The decree also required conversion of the Cerro Negro Project into a "mixed enterprise" and an increase in PdVSA's or one of its af ownership interest in the Project, with the stipulation that if ExxonMobil refused to accept the terms for the formation of the mixed enterprise within a specified period of the government would "directly assume the activities" carried out by the joint venture. ExxonMobil refused to accede to the terms proffered by the government, and on 27, 2007, the government expropriated ExxonMobil's 41.67 percent interest in the Cerro Negro Project. ExxonMobil's remaining net book investment in Cerro Negro producing assets is about $750 million.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes (ICSID) invoking ICSI jurisdiction under Venezuela's Investment Law and the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID Tribunal issued a decision on June 10, 2010, fin that it had jurisdiction to proceed on the basis of the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID arbitration proceeding is continuing and a hearing o merits was held in February 2012. At this time, the net impact of these matters on the Corporation's consolidated financial results cannot be reasonably estimated. Regardless, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition.

An affiliate of ExxonMobil is one of the Contractors under a Production Sharing Contract (PSC) with the Nigerian National Petroleum Corporation (NNPC) covering the block located in the offshore waters of Nigeria. ExxonMobil's affiliate is the operator of the block and owns a 56.25 percent interest under the PSC. The Contractors are dispute with NNPC regarding NNPC's lifting of crude oil in excess of its entitlement under the terms of the PSC. In accordance with the terms of the PSC, the Contracto initiated arbitration in Abuja, Nigeria, under the Nigerian Arbitration and Conciliation Act. On October 24, 2011, a three-member arbitral Tribunal issued an award uphol the Contractors' position in all material respects and awarding damages to the Contractors jointly in an amount of approximately $1.8 billion plus $234 million in accrue interest. The Contractors petitioned a Nigerian federal court for enforcement of the award, and NNPC petitioned the same court to have the award set aside. On May 2 2012, the court set aside the award. The Contractors have appealed that judgment. At this time, the net impact of this matter on the Corporation's consolidated financi results cannot be reasonably estimated. However, regardless of the outcome of enforcement proceedings, the Corporation does not expect the proceedings to have a material effect upon the Corporation's operations or financial condition.

3. Other Comprehensive Income Information

	ExxonMobil Share of Accumulated Other Comprehensive Income			
	Cumulative Foreign Exchange Translation Adjustment	Post-retirement Benefits Reserves Adjustment	Unrealized Change in Fair Value on Cash Flow Hedges	Total
	(millions of dollars)			
Balance as of December 31, 2010	$ 5,011	$ (9,889)	$ 55	$ (
Current period change excluding amounts reclassified from accumulated other comprehensive income	1,939	(492)	10	
Amounts reclassified from accumulated other comprehensive income	-	600	(33)	
Total change in accumulated other comprehensive income	1,939	108	(23)	
Balance as of June 30, 2011	$ 6,950	$ (9,781)	$ 32	$ (
Balance as of December 31, 2011	$ 4,168	$ (13,291)	$ -	$ (
Current period change excluding amounts reclassified from accumulated other comprehensive income	(266)	(152)	-	
Amounts reclassified from accumulated other comprehensive income	(2,484)	1,366	-	(
Total change in accumulated other comprehensive income	(2,750)	1,214	-	(
Balance as of June 30, 2012	$ 1,418	$ (12,077)	$ -	$ (1

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	
	(millions of dollars)			
Income Tax (Expense)/Credit For				
Components of Other Comprehensive Income				
Foreign exchange translation adjustment	$ 23	$ (51)	$ (37)	$
Postretirement benefits reserves adjustment				
Postretirement benefits reserves adjustment (excluding amortization)	(71)	60	90	
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	(743)	(146)	(932)	
Unrealized change in fair value on cash flow hedges				
Change in fair value of cash flow hedges	-	(3)	-	
Realized (gain)/loss from settled cash flow hedges included in net income	-	8	-	
Total	$ (791)	$ (132)	$ (879)	$

4. Earnings Per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	
Earnings per common share				
Net income attributable to ExxonMobil (millions of dollars)	$ 15,910	$ 10,680	$ 25,360	$
Weighted average number of common shares outstanding (millions of shares)	4,656	4,906	4,686	
Earnings per common share (dollars)	$ 3.41	$ 2.19	$ 5.41	$
Earnings per common share - assuming dilution				
Net income attributable to ExxonMobil (millions of dollars)	$ 15,910	$ 10,680	$ 25,360	$
Weighted average number of common shares outstanding (millions of shares)	4,656	4,906	4,686	
Effect of employee stock-based awards	1	6	1	
Weighted average number of common shares outstanding - assuming dilution	4,657	4,912	4,687	
Earnings per common share - assuming dilution (dollars)	$ 3.41	$ 2.18	$ 5.41	$

5. **Pension and Other Postretirement Benefits**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	
		(millions of dollars)		
Pension Benefits - U.S.				
Components of net benefit cost				
Service cost	$ 160	$ 124	$ 316	$
Interest cost	205	198	410	
Expected return on plan assets	(204)	(193)	(394)	
Amortization of actuarial loss/(gain) and prior service cost	144	124	290	
Net pension enhancement and curtailment/settlement cost	123	101	246	
Net benefit cost	$ 428	$ 354	$ 868	$
Pension Benefits - Non-U.S.				
Components of net benefit cost				
Service cost	$ 166	$ 146	$ 334	$
Interest cost	282	323	580	
Expected return on plan assets	(273)	(296)	(562)	
Amortization of actuarial loss/(gain) and prior service cost	237	193	491	
Net pension enhancement and curtailment/settlement cost *(1)*	1,423	-	1,429	
Net benefit cost	$ 1,835	$ 366	$ 2,272	$
Other Postretirement Benefits				
Components of net benefit cost				
Service cost	$ 36	$ 38	$ 69	$
Interest cost	101	101	204	
Expected return on plan assets	(10)	(12)	(21)	
Amortization of actuarial loss/(gain) and prior service cost	55	49	108	
Net benefit cost	$ 182	$ 176	$ 360	$

(1) Non-U.S. net pension enhancement and curtailment/settlement cost for the three months and six months ended June 30, 2012, includes $1,420 million (on a consolidated-company, before-tax basis) of accumulated other comprehensive income for the postretirement benefit reserves adjustment that was recycled in earnings and included in the Japan restructuring gain reported in "Other income" (See Note 10).

6. Financial Instruments

The fair value of financial instruments is determined by reference to observable market data and other valuation techniques as appropriate. The only category of financ instruments where the difference between fair value and recorded book value is notable is long-term debt. The estimated fair value of total long-term debt, including capitalized lease obligations, was $9.4 billion at June 30, 2012, and $9.8 billion at December 31, 2011, as compared to recorded book values of $8.9 billion at June 30 and $9.3 billion at December 31, 2011. The fair value of long-term debt by hierarchy level at June 30, 2012 is shown below:

	As of June 30, 2012			
	Level 1	Level 2	Level 3	Total
		(millions of dollars)		
Long-term debt fair value	$ 6,555	$ 2,472	$ 378	$ 9,405

The fair value hierarchy for long-term debt is primarily Level 1 and represents quoted prices in active markets. Level 2 includes debt whose fair value is based upon a p available index. The Level 3 amount is primarily capitalized leases whose value is typically determined through the use of present value and specific contract terms.

7. Disclosures about Segments and Related Information

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012
	(millions of dollars)		
EARNINGS AFTER INCOME TAX			
Upstream			
United States	$ 678	$ 1,449	$ 1,688
Non-U.S.	7,680	7,092	14,472
Downstream			
United States	834	734	1,437
Non-U.S. *(1)*	5,812	622	6,795
Chemical			
United States	494	625	927
Non-U.S. *(1)*	955	696	1,223
All other	(543)	(538)	(1,182)
Corporate total	$ 15,910	$ 10,680	$ 25,360

(1) 2012 periods include gain associated with the Japan restructuring (See Note 10) of $5.3 billion in the non-U.S. Downstream and $0.6 billion in the non-U.S. Chemical segments.

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012
SALES AND OTHER OPERATING REVENUE *(2)*			
Upstream			
United States	$ 2,607	$ 3,629	$ 5,574
Non-U.S.	7,059	8,705	14,955
Downstream			
United States	30,461	32,038	61,370
Non-U.S.	62,809	65,960	129,827
Chemical			
United States	3,747	4,129	7,674
Non-U.S.	6,055	6,926	12,523
All other	7	7	11
Corporate total	$ 112,745	$ 121,394	$ 231,934

(2) Includes sales-based taxes

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012
INTERSEGMENT REVENUE			
Upstream			
United States	$ 2,111	$ 2,598	$ 4,603
Non-U.S.	11,896	12,873	24,066
Downstream			
United States	5,282	5,115	10,792
Non-U.S.	14,737	19,632	31,906
Chemical			
United States	3,000	3,502	6,128
Non-U.S.	2,580	2,685	5,273
All other	67	62	137

8. Accounting for Suspended Exploratory Well Costs

For the category of exploratory well costs at year-end 2011 that were suspended more than one year, a total of $95 million was expensed in the first six months of 201

9. Condensed Consolidating Financial Information Related to Guaranteed Securities Issued by Subsidiaries

Exxon Mobil Corporation has fully and unconditionally guaranteed the deferred interest debentures due September 1, 2012 ($2,808 million) of SeaRiver Maritime Finan
Holdings, Inc., a 100-percent-owned subsidiary of Exxon Mobil Corporation.

The following condensed consolidating financial information is provided for Exxon Mobil Corporation, as guarantor, and for SeaRiver Maritime Financial Holdings, Inc.,
issuer, as an alternative to providing separate financial statements for the issuer. The accounts of Exxon Mobil Corporation and SeaRiver Maritime Financial Holdings,
are presented utilizing the equity method of accounting for investments in subsidiaries.

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolida
			(millions of dollars)		
Condensed consolidated statement of comprehensive income for three months ended June 30, 2012					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	$ 4,241	$ -	$ 108,504	$ -	$ 1
Income from equity affiliates	16,024	11	3,620	(16,004)	
Other income	128	-	10,839	-	
Intercompany revenue	13,722	-	99,535	(113,257)	
Total revenues and other income	34,115	11	222,498	(129,261)	1
Costs and other deductions					
Crude oil and product purchases	14,648	-	162,006	(110,310)	
Production and manufacturing expenses	1,845	-	9,425	(1,483)	
Selling, general and administrative expenses	783	-	2,868	(165)	
Depreciation and depletion	410	-	3,489	-	
Exploration expenses, including dry holes	70	-	302	-	
Interest expense	130	73	1,159	(1,312)	
Sales-based taxes	-	-	8,027	-	
Other taxes and duties	11	-	9,196	-	
Total costs and other deductions	17,897	73	196,472	(113,270)	1
Income before income taxes	16,218	(62)	26,026	(15,991)	
Income taxes	308	(27)	8,256	-	
Net income including noncontrolling interests	15,910	(35)	17,770	(15,991)	
Net income attributable to noncontrolling interests	-	-	1,744	-	
Net income attributable to ExxonMobil	$ 15,910	$ (35)	$ 16,026	$ (15,991)	$
Comprehensive income attributable to ExxonMobil	$ 13,249	$ (35)	$ 13,153	$ (13,118)	$

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolid
			(millions of dollars)		
Condensed consolidated statement of comprehensive income for three months ended June 30, 2011					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	$ 4,811	$ -	$ 116,583	$ -	$ 1
Income from equity affiliates	9,169	(9)	3,697	(9,137)	
Other income	26	-	346	-	
Intercompany revenue	14,473	1	116,608	(131,082)	
Total revenues and other income	28,479	(8)	237,234	(140,219)	1
Costs and other deductions					
Crude oil and product purchases	13,577	-	184,103	(128,233)	
Production and manufacturing expenses	2,003	-	9,745	(1,426)	
Selling, general and administrative expenses	707	-	3,154	(180)	
Depreciation and depletion	425	-	3,456	-	
Exploration expenses, including dry holes	47	-	545	-	
Interest expense	87	69	1,151	(1,262)	
Sales-based taxes	-	-	8,613	-	
Other taxes and duties	11	-	10,275	-	
Total costs and other deductions	16,857	69	221,042	(131,101)	1
Income before income taxes	11,622	(77)	16,192	(9,118)	
Income taxes	942	(26)	6,805	-	
Net income including noncontrolling interests	10,680	(51)	9,387	(9,118)	
Net income attributable to noncontrolling interests	-	-	218	-	
Net income attributable to ExxonMobil	$ 10,680	$ (51)	$ 9,169	$ (9,118)	$
Comprehensive income attributable to ExxonMobil	$ 11,537	$ (51)	$ 9,843	$ (9,792)	$
Condensed consolidated statement of comprehensive income for six months ended June 30, 2012					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	$ 8,720	$ -	$ 223,214	$ -	$ 2
Income from equity affiliates	25,420	16	7,791	(25,366)	
Other income	252	-	11,369	-	
Intercompany revenue	28,129	1	216,035	(244,165)	
Total revenues and other income	62,521	17	458,409	(269,531)	2
Costs and other deductions					
Crude oil and product purchases	30,032	-	344,341	(238,204)	1
Production and manufacturing expenses	3,826	-	18,744	(2,933)	
Selling, general and administrative expenses	1,584	-	5,831	(328)	
Depreciation and depletion	814	-	6,927	-	
Exploration expenses, including dry holes	187	-	707	-	
Interest expense	279	146	2,465	(2,733)	
Sales-based taxes	-	-	16,520	-	
Other taxes and duties	21	-	19,484	-	
Total costs and other deductions	36,743	146	415,019	(244,198)	2
Income before income taxes	25,778	(129)	43,390	(25,333)	
Income taxes	418	(54)	15,889	-	
Net income including noncontrolling interests	25,360	(75)	27,501	(25,333)	
Net income attributable to noncontrolling interests	-	-	2,093	-	
Net income attributable to ExxonMobil	$ 25,360	$ (75)	$ 25,408	$ (25,333)	$
Comprehensive income attributable to ExxonMobil	$ 23,824	$ (75)	$ 23,576	$ (23,501)	$

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolida
			(millions of dollars)		
Condensed consolidated statement of comprehensive income for six months ended June 30, 2011					
Revenues and other income					
Sales and other operating revenue, including sales-based taxes	$ 9,058	$ -	$ 221,587	$ -	$ 2
Income from equity affiliates	20,323	(13)	7,492	(20,255)	
Other income	56	-	1,242	-	
Intercompany revenue	26,701	2	224,389	(251,092)	
Total revenues and other income	56,138	(11)	454,710	(271,347)	2
Costs and other deductions					
Crude oil and product purchases	27,683	-	347,874	(245,613)	1
Production and manufacturing expenses	3,880	-	18,734	(2,772)	
Selling, general and administrative expenses	1,437	-	6,223	(352)	
Depreciation and depletion	811	-	6,831	-	
Exploration expenses, including dry holes	111	-	815	-	
Interest expense	141	137	2,190	(2,394)	
Sales-based taxes	-	-	16,529	-	
Other taxes and duties	20	-	19,669	-	
Total costs and other deductions	34,083	137	418,865	(251,131)	2
Income before income taxes	22,055	(148)	35,845	(20,216)	
Income taxes	725	(51)	15,051	-	
Net income including noncontrolling interests	21,330	(97)	20,794	(20,216)	
Net income attributable to noncontrolling interests	-	-	481	-	
Net income attributable to ExxonMobil	$ 21,330	$ (97)	$ 20,313	$ (20,216)	$
Comprehensive income attributable to ExxonMobil	$ 23,354	$ (97)	$ 22,096	$ (21,999)	$

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolida
			(millions of dollars)		
Condensed consolidated balance sheet as of June 30, 2012					
Cash and cash equivalents	$ 3,251	$ -	$ 14,551	$ -	$
Cash and cash equivalents - restricted	62	-	153	-	
Notes and accounts receivable - net	3,157	26	31,714	(1,156)	
Inventories	1,690	-	13,468	-	
Other current assets	777	-	5,104	-	
Total current assets	8,937	26	64,990	(1,156)	
Property, plant and equipment - net	20,477	-	194,463	-	2
Investments and other assets	282,484	408	502,481	(743,465)	
Intercompany receivables	17,050	2,859	593,250	(613,159)	
Total assets	$ 328,948	$ 3,293	$ 1,355,184	$ (1,357,780)	$ 3
Notes and loans payable	$ 1,485	$ 2,808	$ 2,411	$ -	$
Accounts payable and accrued liabilities	3,405	27	47,890	-	
Income taxes payable	-	-	13,266	(1,156)	
Total current liabilities	4,890	2,835	63,567	(1,156)	
Long-term debt	354	-	8,523	-	
Postretirement benefits reserves	11,879	-	10,238	-	
Deferred income tax liabilities	1,778	-	35,073	-	
Other long-term obligations	5,344	-	18,335	-	
Intercompany payables	141,892	381	470,886	(613,159)	
Total liabilities	166,137	3,216	606,622	(614,315)	1
Earnings reinvested	351,421	(1,107)	166,047	(164,940)	3
Other ExxonMobil equity	(188,610)	1,184	577,341	(578,525)	(1
ExxonMobil share of equity	162,811	77	743,388	(743,465)	1
Noncontrolling interests	-	-	5,174	-	
Total equity	162,811	77	748,562	(743,465)	1
Total liabilities and equity	$ 328,948	$ 3,293	$ 1,355,184	$ (1,357,780)	$ 3
Condensed consolidated balance sheet as of December 31, 2011					
Cash and cash equivalents	$ 1,354	$ -	$ 11,310	$ -	$
Cash and cash equivalents - restricted	239	-	165	-	
Notes and accounts receivable - net	2,719	-	36,569	(646)	
Inventories	1,634	-	13,390	-	
Other current assets	353	-	5,876	-	
Total current assets	6,299	-	67,310	(646)	
Property, plant and equipment - net	19,687	-	194,977	-	2
Investments and other assets	260,410	393	485,157	(702,535)	
Intercompany receivables	17,325	2,726	543,844	(563,895)	
Total assets	$ 303,721	$ 3,119	$ 1,291,288	$ (1,267,076)	$ 3
Notes and loans payable	$ 1,851	$ 2,662	$ 3,198	$ -	$
Accounts payable and accrued liabilities	3,117	57	53,893	-	
Income taxes payable	-	2	13,371	(646)	
Total current liabilities	4,968	2,721	70,462	(646)	
Long-term debt	293	-	9,029	-	
Postretirement benefits reserves	12,344	-	12,650	-	
Deferred income tax liabilities	1,450	-	35,168	-	
Other long-term obligations	5,215	-	16,654	-	
Intercompany payables	125,055	386	438,454	(563,895)	
Total liabilities	149,325	3,107	582,417	(564,541)	1
Earnings reinvested	330,939	(1,032)	141,467	(140,435)	3
Other ExxonMobil equity	(176,543)	1,044	561,056	(562,100)	(1
ExxonMobil share of equity	154,396	12	702,523	(702,535)	1
Noncontrolling interests	-	-	6,348	-	
Total equity	154,396	12	708,871	(702,535)	1
Total liabilities and equity	$ 303,721	$ 3,119	$ 1,291,288	$ (1,267,076)	$ 3

	Exxon Mobil Corporation Parent Guarantor	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolid
			(millions of dollars)		
Condensed consolidated statement of cash flows for six months ended June 30, 2012					
Cash provided by/(used in) operating activities	$ 1,866	$ (3)	$ 28,468	$ (827)	$
Cash flows from investing activities					
Additions to property, plant and equipment	(1,790)	-	(14,398)	-	(
Proceeds associated with sales of long-term assets	475	-	5,768	-	
Net intercompany investing	17,045	(133)	(17,238)	326	
All other investing, net	177	-	661	-	
Net cash provided by/(used in) investing activities	15,907	(133)	(25,207)	326	
Cash flows from financing activities					
Additions to long-term debt	-	-	389	-	
Reductions in long-term debt	-	-	(11)	-	
Additions/(reductions) in short-term debt - net	(368)	-	154	-	
Cash dividends	(4,878)	-	(827)	827	
Net ExxonMobil shares sold/(acquired)	(10,630)	-	-	-	(
Net intercompany financing activity	-	(4)	190	(186)	
All other financing, net	-	140	61	(140)	
Net cash provided by/(used in) financing activities	(15,876)	136	(44)	501	(
Effects of exchange rate changes on cash	-	-	24	-	
Increase/(decrease) in cash and cash equivalents	$ 1,897	$ -	$ 3,241	$ -	$
Condensed consolidated statement of cash flows for six months ended June 30, 2011					
Cash provided by/(used in) operating activities	$ 3,739	$ 2	$ 26,577	$ (573)	$
Cash flows from investing activities					
Additions to property, plant and equipment	(1,337)	-	(13,526)	-	(
Proceeds associated with sales of long-term assets	163	-	2,675	-	
Net intercompany investing	13,258	(177)	(13,484)	403	
All other investing, net	(1,323)	-	(2,509)	-	
Net cash provided by/(used in) investing activities	10,761	(177)	(26,844)	403	(
Cash flows from financing activities					
Additions to long-term debt	-	-	249	-	
Reductions in long-term debt	-	-	(43)	-	
Additions/(reductions) in short-term debt - net	873	-	309	-	
Cash dividends	(4,496)	-	(572)	572	
Net ExxonMobil shares sold/(acquired)	(10,713)	-	-	-	(
Net intercompany financing activity	-	-	227	(227)	
All other financing, net	171	175	(164)	(175)	
Net cash provided by/(used in) financing activities	(14,165)	175	6	170	(
Effects of exchange rate changes on cash	-	-	388	-	
Increase/(decrease) in cash and cash equivalents	$ 335	$ -	$ 127	$ -	$

10. Japan Restructuring

On June 1, 2012, the Corporation completed the restructuring of its Downstream and Chemical holdings in Japan. Under the restructuring, TonenGeneral Sekiyu K. K. a consolidated subsidiary owned 50 percent by the Corporation, purchased for $3.9 billion the Corporation’s shares of a wholly-owned affiliate in Japan, EMG Marketin Godo Kaisha (previously known as ExxonMobil Yugen Kaisha), which resulted in TG acquiring approximately 200 million of its shares currently owned by the Corporati along with other assets. As a result of the restructuring, the Corporation’s effective ownership of TG was reduced to approximately 22 percent and a gain of $6.5 billion recognized. The gain is included in “Other income” partially offset by amounts included in “Income tax expense” and “Net income attributable to noncontrolling interests

The gain includes $1.9 billion of the Corporation’s share of other comprehensive income recycled into earnings (see note 3 below). The gain also includes remeasurer TG’s shares that the Corporation continues to own to $0.7 billion, based on TG’s share price on the Tokyo Stock Exchange. The Corporation will account for its remair investment using the equity method.

Summarized balance sheet for the Japan entities subject to the restructuring follows:

		(millions of dollars)
Assets		
Current assets *(1)*	$	6,391
Net property, plant and equipment		4,700
Other assets		989
Total assets	$	12,080
Liabilities		
Current liabilities *(2)*	$	7,398
Long-term debt		22
Postretirement benefits reserves		2,066
Other long-term obligations		826
Total liabilities	$	10,312
Equity		
ExxonMobil share of equity *(3)*	$	(256)
Noncontrolling interests		2,024
Total equity	$	1,768
Total liabilities and equity	$	12,080

(1) The aggregate replacement cost of inventories exceeded the LIFO carrying values by $2.4 billion at June 1, 2012.

(2) On June 1, 2012, Japan’s unused credit lines for short-term financing were $1.0 billion.

(3) The accumulated other comprehensive income associated with the Japan restructuring was recycled into earnings. At June 1, 2012, ExxonMobil’s share of accumulated other comprehensive income was a benefit of $1.9 billion, including $2.5 billion related to cumulative translation adjustments offset by $0.6 billior related to postretirement benefit reserves adjustments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FUNCTIONAL EARNINGS SUMMARY

Earnings (U.S. GAAP)	**Second Quarter**		**First Six Months**	
	2012	**2011**	**2012**	
		(millions of dollars)		
Upstream				
United States	$ 678	$ 1,449	$ 1,688	$
Non-U.S.	7,680	7,092	14,472	
Downstream				
United States	834	734	1,437	
Non-U.S.	5,812	622	6,795	
Chemical				
United States	494	625	927	
Non-U.S.	955	696	1,223	
Corporate and financing	(543)	(538)	(1,182)	
Net Income attributable to ExxonMobil (U.S. GAAP)	**$ 15,910**	**$ 10,680**	**$ 25,360**	**$**
Earnings per common share (dollars)	$ 3.41	$ 2.19	$ 5.41	$
Earnings per common share - assuming dilution (dollars)	$ 3.41	$ 2.18	$ 5.41	$

References in this discussion to total corporate earnings mean net income attributable to ExxonMobil (U.S. GAAP) from the income statement. Unless otherwise indicated, references to earnings, special items, Upstream, Downstream, Chemical and Corporate and Financing segment earnings, and earnings per share are ExxonMobil's share after excluding amounts attributable to noncontrolling interests.

REVIEW OF SECOND QUARTER 2012 RESULTS

ExxonMobil results for the second quarter 2012 reflect our ongoing commitment to develop and deliver the energy needed to help meet global demand and underpin economic recovery and growth. Despite global economic uncertainty, we continue to invest throughout the business cycle taking a long-term view of resource develop

Second quarter earnings of $15.9 billion included a net gain of $7.5 billion associated with divestments and tax-related items. Excluding these items, second quarter earnings were $8.4 billion.

In the second quarter, capital and exploration expenditures were $9.3 billion.

The Corporation distributed $7.7 billion to shareholders in the second quarter through dividends and share purchases to reduce shares outstanding.

Earnings in the first six months of 2012 of $25,360 million increased $4,030 million from 2011.

Earnings per share – assuming dilution for the first six months of 2012 increased 25 percent to $5.41.

	Second Quarter		First Six Months	
	2012	**2011**	**2012**	
		(millions of dollars)		
Upstream earnings				
United States	$ 678	$ 1,449	$ 1,688	$
Non-U.S.	7,680	7,092	14,472	
Total	$ 8,358	$ 8,541	$ 16,160	$

Upstream earnings in the second quarter of 2012 were $8,358 million, down $183 million from the second quarter of 2011. Lower liquids and U.S. natural gas realizati decreased earnings by $870 million, while lower sales volumes reduced earnings by $330 million. All other items, including gains on asset sales mainly in Angola, incr earnings by $1.0 billion.

On an oil-equivalent basis, production decreased 5.6 percent from the second quarter of 2011. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was essentially flat.

Liquids production totaled 2,208 kbd (thousands of barrels per day), down 143 kbd from the second quarter of 2011. Excluding the impacts of entitlement volumes, OP quota effects and divestments, liquids production was down about 1 percent, as field decline was mostly offset by lower downtime and ramp-up of Angola and Nigeria projects.

Second quarter natural gas production was 11,661 mcfd (millions of cubic feet per day), down 606 mcfd from 2011. Excluding the impacts of entitlement volumes and divestments, natural gas production was up about 1 percent, as higher demand and lower downtime more than offset field decline.

Earnings from U.S. Upstream operations were $678 million, $771 million lower than the second quarter of 2011. Non-U.S. Upstream earnings were $7,680 million, up million from the prior year.

Upstream earnings in the first six months of 2012 were $16,160 million, down $1,056 million from the first half of 2011. Higher liquids realizations, partially offset by lov realizations, increased earnings by $80 million. Lower sales volumes decreased earnings by $1,140 million. Net gains on asset sales, mainly in Angola, were offset by higher operating expenses and unfavorable tax effects.

On an oil-equivalent basis, production in the first six months of 2012 was down 5.5 percent compared to the same period in 2011. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was down about 1 percent.

Liquids production in the first six months of 2012 of 2,211 kbd decreased 164 kbd compared with 2011. Excluding the impacts of entitlement volumes, OPEC quota eff and divestments, liquids production was down about 1 percent, as field decline was mostly offset by project ramp-up and lower downtime.

Natural gas production in the first six months of 2012 of 12,849 mcfd decreased 541 mcfd from 2011. Excluding the impacts of entitlement volumes and divestments, r gas production was down about 1 percent, with field decline partly offset by higher demand and lower downtime.

Earnings in the first six months of 2012 from U.S. Upstream operations were $1,688 million, down $1,040 million from 2011. Earnings outside the U.S. were $14,472 n essentially flat with the prior year.

	Second Quarter		First Six Months	
	2012	**2011**	**2012**	
		(millions of dollars)		
Downstream earnings				
United States	$ 834	$ 734	$ 1,437	$
Non-U.S.	5,812	622	6,795	
Total	$ 6,646	$ 1,356	$ 8,232	$

Second quarter 2012 Downstream earnings of $6,646 million were up $5.3 billion from the second quarter of 2011. The gain associated with the Japan restructuring contributed $5.3 billion. Improved margins and volume and mix effects increased earnings by $670 million. All other items, including unfavorable foreign exchange eff higher operating expenses, and one-time tax items, decreased earnings $670 million. Petroleum product sales of 6,171 kbd were 160 kbd lower than last year's secon quarter.

Earnings from the U.S. Downstream were $834 million, up $100 million from the second quarter of 2011. Non-U.S. Downstream earnings of $5,812 million were $5,19 million higher than last year.

Downstream earnings in the first six months of 2012 of $8,232 million increased $5,777 million from 2011. The gain associated with the Japan restructuring contributed billion. Higher margins increased earnings by $610 million, while volume and mix effects increased earnings by $220 million. All other items, including higher operatin expenses, one-time tax items, and unfavorable foreign exchange effects, partially offset by other asset management gains, decreased earnings by $360 million. Petrol product sales of 6,243 kbd decreased 56 kbd from 2011.

U.S. Downstream earnings in the first six months of 2012 were $1,437 million, consistent with 2011. Non-U.S. Downstream earnings were $6,795 million, an increase $5,768 million from last year.

	Second Quarter		First Six Months	
	2012	**2011**	**2012**	
		(millions of dollars)		
Chemical earnings				
United States	$ 494	$ 625	$ 927	$
Non-U.S.	955	696	1,223	
Total	$ 1,449	$ 1,321	$ 2,150	$

Second quarter 2012 Chemical earnings of $1,449 million were $128 million higher than the second quarter of 2011. The gain associated with the Japan restructuring increased earnings by $630 million, while weaker margins decreased earnings by $150 million. Volume and mix effects lowered earnings by $100 million. All other iter mainly unfavorable foreign exchange effects, decreased earnings by $250 million. Second quarter prime product sales of 5,972 kt (thousands of metric tons) were 209 lower than last year's second quarter.

Chemical earnings in the first six months of 2012 of $2,150 million were $687 million lower than 2011. The gain associated with the Japan restructuring increased ear by $630 million, while weaker margins decreased earnings by $750 million. Lower volumes decreased earnings by $70 million. All other items, including unfavorable f exchange effects, higher operating expenses, and tax items, decreased earnings by $500 million. Prime product sales of 12,309 kt were down 194 kt from 2011.

	Second Quarter		First Six Months	
	2012	**2011**	**2012**	
		(millions of dollars)		
Corporate and financing earnings	$ (543)	$ (538)	$ (1,182)	$

Corporate and financing expenses of $543 million in the second quarter of 2012 were flat with the second quarter of 2011, as the benefit from the Japan restructuring v offset by one-time tax items.

Corporate and financing expenses were $1,182 million for the first six months of 2012, flat with the first half of 2011 as the benefit from the Japan restructuring was offs one-time tax items.

LIQUIDITY AND CAPITAL RESOURCES

	Second Quarter 2012	Second Quarter 2011	First Six Months 2012
		(millions of dollars)	
Net cash provided by/(used in)			
Operating activities			$ 29,504
Investing activities			(9,107)
Financing activities			(15,283)
Effect of exchange rate changes			24
Increase/(decrease) in cash and cash equivalents			$ 5,138
Cash and cash equivalents (at end of period)			$ 17,802
Cash and cash equivalents – restricted (at end of period)			215
Total cash and cash equivalents (at end of period)			$ 18,017
Cash flow from operations and asset sales			
Net cash provided by operating activities (U.S. GAAP)	$ 10,217	$ 12,889	$ 29,504
Proceeds associated with sales of subsidiaries, property, plant & equipment, and sales and returns of investments	3,730	1,497	6,243
Cash flow from operations and asset sales	$ 13,947	$ 14,386	$ 35,747

Because of the ongoing nature of our asset management and divestment program, we believe it is useful for investors to consider asset sales proceeds together with cash provided by operating activities when evaluating cash available for investment in the business and financing activities.

Total cash and cash equivalents of $18.0 billion at the end of the second quarter of 2012 compared to $8.5 billion at the end of the second quarter of 2011.

Cash provided by operating activities totaled $29.5 billion for the first six months of 2012, $0.2 billion lower than 2011. The major source of funds was net income inclu noncontrolling interests of $27.5 billion, an increase of $5.6 billion from the prior year period. The adjustment for the noncash provision of $7.7 billion for depreciation a depletion was essentially flat with 2011. Changes in operational working capital added to cash flows in both periods. These items were partially offset by the net gain asset sales of $11.1 billion in 2012 and $0.6 billion in 2011. For additional details, see the Condensed Consolidated Statement of Cash Flows on page 6.

Investing activities for the first six months of 2012 used net cash of $9.1 billion, a decrease of $6.8 billion compared to the prior year. Spending for additions to propert and equipment increased $1.3 billion to $16.2 billion. Proceeds from asset sales of $6.2 billion, increased $3.4 billion reflecting the impact of the Japan restructuring. Additional investment and advances decreased by $2.6 billion to $0.4 billion.

Cash flow from operations and asset sales in the second quarter of 2012 of $13.9 billion, including asset sales of $3.7 billion, decreased $0.4 billion from the comparab 2011 period. Cash flow from operations and asset sales in the first six months of 2012 of $35.7 billion, including asset sales of $6.2 billion, increased $3.2 billion from comparable 2011 period.

Net cash used in financing activities of $15.3 billion in the first six months of 2012 was $1.5 billion higher than 2011, mostly reflecting the absence of 2011 net short-ter issuance.

During the second quarter of 2012, Exxon Mobil Corporation purchased 60 million shares of its common stock for the treasury at a gross cost of $5.0 billion. These purchases were to reduce the number of shares outstanding. Shares outstanding decreased from 4,676 million at the end of the first quarter to 4,616 million at the end second quarter 2012. Purchases may be made in both the open market and through negotiated transactions, and may be increased, decreased or discontinued at any without prior notice.

The Corporation distributed to shareholders a total of $7.7 billion in the second quarter of 2012 through dividends and share purchases to reduce shares outstanding.

Total debt of $15.6 billion compared to $17.0 billion at year-end 2011. The Corporation's debt to total capital ratio was 8.5 percent at the end of the second quarter of 2 compared to 9.6 percent at year-end 2011.

Although the Corporation issues long-term debt from time to time and maintains a revolving commercial paper program, internally generated funds are expected to cov majority of its net near-term financial requirements.

The Corporation, as part of its ongoing asset management program, continues to evaluate its mix of assets for potential upgrade. Because of the ongoing nature of thi program, dispositions will continue to be made from time to time which will result in either gains or losses. Additionally, the Corporation continues to evaluate opportun enhance its business portfolio through acquisitions of assets or companies, and enters into such transactions from time to time. Key criteria for evaluating acquisitions include potential for future growth and attractive current valuations. Acquisitions may be made with cash, shares of the Corporation's common stock, or both.

Litigation and other contingencies are discussed in Note 2 to the unaudited condensed consolidated financial statements.

TAXES

	Second Quarter		First Six Months	
	2012	2011	2012	20
	(millions of dollars)			
Income taxes	$ 8,537	$ 7,721	$ 16,253	$ 15,7
Effective income tax rate	*36 %*	*45 %*	*41 %*	
Sales-based taxes	8,027	8,613	16,520	16,5
All other taxes and duties	10,036	11,175	21,239	21,4
Total	$ 26,600	$ 27,509	$ 54,012	$ 53,7

Income, sales-based and all other taxes and duties totaled $26.6 billion for the second quarter of 2012, a decrease of $0.9 billion from 2011. Income tax expense incre by $0.8 billion to $8.5 billion with the impact of higher earnings mostly offset by the lower effective tax rate. The effective income tax rate was 36 percent compared to percent in the prior year period, due to a lower effective tax rate on divestments. Sales-based taxes and all other taxes and duties decreased by $1.7 billion to $18.1 b reflecting lower prices and the Japan restructuring.

Income, sales-based and all other taxes and duties totaled $54.0 billion for the first six months of 2012, an increase of $0.3 billion from 2011. Income tax expense incr by $0.5 billion to $16.3 billion with the impact of higher earnings mostly offset by the lower effective tax rate. The effective income tax rate was 41 percent compared to percent in the prior year due to a lower effective tax rate on divestments. Sales-based and all other taxes decreased by $0.3 billion.

CAPITAL AND EXPLORATION EXPENDITURES

	Second Quarter		First Six Months	
	2012	2011	2012	201
	(millions of dollars)			
Upstream (including exploration expenses)	$ 8,393	$ 9,436	$ 16,472	$ 16,33
Downstream	569	484	1,008	93
Chemical	368	352	681	80
Other	9	34	12	5
Total	$ 9,339	$ 10,306	$ 18,173	$ 18,12

Capital and exploration expenditures in the second quarter of 2012 were $9.3 billion, down 9 percent from the second quarter of 2011.

Capital and exploration expenditures were a record $18.2 billion for the first six months of 2012 as ExxonMobil progresses plans to invest about $37 billion per year ove next five years to help meet the global demand for energy. Actual spending could vary depending on the progress of individual projects.

FORWARD-LOOKING STATEMENTS

Statements relating to future plans, projections, events or conditions are forward-looking statements. Actual results, including project plans, costs, timing, and capaciti capital and exploration expenditures; resource recoveries; and share purchase levels, could differ materially due to factors including: changes in oil or gas prices or oth market or economic conditions affecting the oil and gas industry, including the scope and duration of economic recessions; the outcome of exploration and developme efforts; changes in law or government regulation, including tax and environmental requirements; the outcome of commercial negotiations; changes in technical or opera conditions; and other factors discussed under the heading "Factors Affecting Future Results" in the "Investors" section of our website and in Item 1A of ExxonMobil's 2 Form 10-K. We assume no duty to update these statements as of any future date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the six months ended June 30, 2012, does not differ materially from that discussed under Item 7A of the registrant's Annual Report o Form 10-K for 2011.

Item 4. Controls and Procedures

As indicated in the certifications in Exhibit 31 of this report, the Corporation's chief executive officer, principal financial officer and principal accounting officer have eval the Corporation's disclosure controls and procedures as of June 30, 2012. Based on that evaluation, these officers have concluded that the Corporation's disclosure c and procedures are effective in ensuring that information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchang of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensu that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and form There were no changes during the Corporation's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal contro financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Chalmette Refining, LLC, owner of the Chalmette Refinery (operated by ExxonMobil Oil Corporation), is in discussions with the Louisiana Department of Environmenta Quality (LDEQ) to resolve self-reported deviations arising from refinery operations and relating to certain Clean Air Act Title V permit conditions, limits, and other requirements. The matter involves deviations reported to the Agency in semi-annual reports covering the time period from 2006 through 2011. It is anticipated that LD will assess an administrative penalty in this matter in excess of $100,000.

The New Mexico Environment Department (NMED) has issued a notice of violation for alleged violations of the New Mexico Air Quality Control Act and air permits for compressor engines at the XTO Energy Inc. Valencia Canyon Compressor Station in Rio Arriba County, New Mexico. The NMED is also seeking civil penalties in exce $100,000 to resolve these alleged air permitting violations. XTO Energy Inc. plans to meet with the NMED in an effort to resolve this matter.

Refer to the relevant portions of Note 2 of this Quarterly Report on Form 10-Q for further information on legal proceedings.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchase of Equity Securities for Quarter Ended June 30, 2012

Period	Total Number Of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Numb Of Shares that M Yet Be Purchase Under the Plans Programs
April, 2012	18,687,988	$85.03	18,687,988	
May, 2012	21,049,962	$82.90	21,049,962	
June, 2012	20,582,440	$81.53	20,582,440	
Total	60,320,390	$83.09	60,320,390	(See Note 1)

Note 1 - On August 1, 2000, the Corporation announced its intention to resume purchases of shares of its common stock for the treasury both to offset shares issued ir conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an amount or exp date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In its most rece earnings release dated July 26, 2012, the Corporation stated that third quarter 2012 share purchases to reduce shares outstanding are anticipated to equal $5 billion. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time withou notice.

Item 6. Exhibits

Exhibit	Description
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
101	Interactive Data Files.

EXXON MOBIL CORPORATION

SIGNATURE

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, thereunto duly authorized.

EXXON MOBIL CORPORATION

Date: August 2, 2012	By:	/s/ Patrick T. Mulva	
		Name:	Patrick T. Mulva
		Title:	Vice President, Controller and Principal Accounting Officer

INDEX TO EXHIBITS

Exhibit	Description
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
101	Interactive Data Files.

EXHIB

Certification by Rex W. Tillerson
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Rex W. Tillerson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial con results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure th material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly durin period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to pr reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarte registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's inte control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adv affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financ reporting.

Date: August 2, 2012

/s/ Rex W. Tillerson
Rex W. Tillerson
Chief Executive Officer

EXHIB

Certification by Donald D. Humphreys
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Donald D. Humphreys, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial con results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly dur period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to p reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quart registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's inte control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over finar reporting.

Date: August 2, 2012

/s/ Donald D. Humphreys
Donald D. Humphreys
Senior Vice President
(Principal Financial Officer)

Certification by Patrick T. Mulva
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Patrick T. Mulva, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial con results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly dur period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to p reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quart registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's int control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over finar reporting.

Date: August 2, 2012

/s/ Patrick T. Mulva
Patrick T. Mulva
Vice President and Controller
(Principal Accounting Officer)

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Rex W. Tillerson, the chief exe officer of Exxon Mobil Corporation (the “Company”), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2012, as filed with the Securities and Exchange Commission on the date he (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2012

/s/ Rex W. Tillerson
Rex W. Tillerson
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIB

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Donald D. Humphreys, the prir financial officer of Exxon Mobil Corporation (the “Company”), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2012, as filed with the Securities and Exchange Commission on the date he (the “Report”) fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2012

/s/ Donald D. Humphreys
Donald D. Humphreys
Senior Vice President
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Patrick T. Mulva, the principal accounting officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2012, as filed with the Securities and Exchange Commission on the date he (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2012

/s/ Patrick T. Mulva
Patrick T. Mulva
Vice President and Controller
(Principal Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.