

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

EXXON CORPORATION
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW JERSEY
 (STATE OR OTHER JURISDICTION OF
 INCORPORATION OR ORGANIZATION)

13-5409005
 (I. R. S. EMPLOYER
 IDENTIFICATION NO.)

5959 LAS COLINAS BLVD., IRVING, TX 75039-2298
 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

 1993 INCENTIVE PROGRAM OF EXXON CORPORATION
 (FULL TITLE OF THE PLAN)

DONALD D. HUMPHREYS, CONTROLLER
 EXXON CORPORATION
 5959 LAS COLINAS BLVD., IRVING, TEXAS 75039-2298
 (NAME AND ADDRESS OF AGENT FOR SERVICE)
 TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE: (972) 444-1202

 CALCULATION OF REGISTRATION FEE

[CAPTION]

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE*	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE*	AMOUNT OF REGISTRATION FEE*
Common Stock, no par value.....	40,000,000 shares	\$60.8438	\$ 2,433,750,000	\$737,500

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based on the average of the high and low prices reported in the consolidated reporting system on October 27, 1997.

There are also registered hereunder such additional indeterminate number of shares of the registrant's Common Stock as may be offered or sold as a result of the anti-dilution provisions of the registrant's 1993 Incentive Program and 1988 Long Term Incentive Plan.

 Pursuant to Rule 429, the Prospectus relating to this Registration Statement also relates to earlier Registration Statements filed for offerings under the Registrant's 1988 Long Term Incentive Plan and 1993 Incentive Program (Registration Nos. 33-25281 and 33-51107). This Registration Statement is a new registration statement and also constitutes post-effective amendment No. 1 to each such prior Registration Statement. As of September 30, 1997, approximately 55,493,074 shares remain available on a split adjusted basis under such prior Registration Statements, for which shares an aggregate registration fee of approximately \$468,029 was paid.

STATEMENT

This Registration Statement on Form S-8 relating to the Registrant's 1993 Incentive Program (the 'Program') is being filed to register additional securities of the same class as other securities for which an earlier-filed Registration Statement on Form S-8 relating to the Program is effective. Pursuant to Instruction E of Form S-8, the contents of such earlier Registration Statement (No. 33-51107) are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents heretofore filed by Exxon Corporation with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-K for the year ended December 31, 1996;
- (b) Quarterly Report on Form 10-Q for the quarters ended March 31, 1997 and June 30, 1997; and
- (c) the description of common stock of Exxon Corporation contained in its Registration Statement on Form 10 filed on April 9, 1935, as amended by its Current Report on Form 8-K for the month of May, 1970 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 1987.

In addition, all documents filed by Exxon Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

ITEM 5. EXPERTS AND COUNSEL

The financial statements incorporated herein by reference to the Exxon Corporation Annual Report on Form 10-K for the year ended December 31, 1996 have been so incorporated in reliance upon the report of Price Waterhouse LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The financial statements similarly incorporated herein by reference to all documents subsequently filed by Exxon Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are or will be so incorporated in reliance upon the reports of Price Waterhouse LLP, and any other independent accountants, relating to such financial statements and upon the authority of such independent accountants as experts in auditing and accounting in giving such reports to the extent that the particular firm has examined such financial statements and consented to the use of their reports thereon.

ITEM 8. EXHIBITS

- (a) See Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on the 28th day of October, 1997.

EXXON CORPORATION

By: /S/ LEE R. RAYMOND

 L.R. RAYMOND
 CHAIRMAN OF THE BOARD
 AND CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated.

SIGNATURE	TITLE	DATE
/S/ LEE R. RAYMOND L. R. RAYMOND	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 28, 1997
* MICHAEL J. BOSKIN	Director	October 28, 1997
* D. WAYNE CALLOWAY	Director	October 28, 1997
* JESS HAY	Director	October 28, 1997
* JAMES R. HOUGHTON	Director	October 28, 1997
* WILLIAM R. HOWELL	Director	October 28, 1997
* REATHA CLARK KING	Director	October 28, 1997
* PHILLIP E. LIPPINCOTT	Director	October 28, 1997
* HARRY J. LONGWELL	Director	October 28, 1997
* MARILYN CARLSON NELSON	Director	October 28, 1997
* ROBERT E. WILHELM	Treasurer (Principal Financial Officer)	October 28, 1997
* EDGAR A. ROBINSON		

/s/ DONALD D. HUMPHREYS

Controller
(Principal Accounting Officer)

October 28, 1997

.....
DONALD D. HUMPHREYS

*By /s/ T. P. TOWNSEND

.....
T. P. TOWNSEND
ATTORNEY-IN-FACT

INDEX TO EXHIBITS

EXHIBIT NO. -----		SEQUENTIAL PAGE NO. -----
23(a)	Consent of Independent Accountants.	7
24	Power of attorney authorizing representatives to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement on behalf of Exxon Corporation and certain directors and officers thereof.	8

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 1997, which appears on page F-11 of the 1996 Annual Report to Shareholders of Exxon Corporation, which is incorporated by reference in Exxon Corporation's Annual Report on Form 10-K for the year ended December 31, 1996. We also consent to the reference to us under the heading 'Experts and Counsel' in this Registration Statement.

PRICE WATERHOUSE LLP

Dallas, Texas
October 28, 1997

EXXON CORPORATION
POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints T. P. Townsend, Edgar A. Robinson and W. B. Cook, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her own name, place and stead, in any and all capacities to sign a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission with respect to shares of common stock of Exxon Corporation offered and sold in connection with the Corporation's 1993 Incentive Program, 1988 Long-Term Incentive Plan, and 1983 Stock Option Plan, as well as related interests, and to sign any and all amendments or supplements (including post-effective amendments) to such Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

SIGNATURE

TITLE

DATE

/s/ LEE R. RAYMOND

Chairman of the Board
(Principal Executive Officer)

February 20, 1997

LEE R. RAYMOND

/s/ MICHAEL J. BOSKIN

Director

February 20, 1997

MICHAEL J. BOSKIN

/s/ D. WAYNE CALLOWAY

Director

February 20, 1997

D. WAYNE CALLOWAY

/s/ JESS HAY

Director

February 20, 1997

JESS HAY

/s/ JAMES R. HOUGHTON

Director

February 20, 1997

JAMES R. HOUGHTON

/s/ WILLIAM R. HOWELL

Director

February 20, 1997

WILLIAM R. HOWELL

/s/ PHILIP E. LIPPINCOTT

Director

February 20, 1997

PHILIP E. LIPPINCOTT

/s/ HARRY J. LONGWELL

Director

February 20, 1997

HARRY J. LONGWELL

/s/ MARILYN CARLSON NELSON

Director

February 20, 1997

MARILYN CARLSON NELSON

/s/ JOHN H. STEELE

Director

February 20, 1997

JOHN H. STEELE

/s/ ROBERT E. WILHELM

Director

February 20, 1997

ROBERT E. WILHELM

/s/ EDGAR A. ROBINSON

Treasurer
(Principal Financial Officer)

February 20, 1997

EDGAR A. ROBINSON

/s/ W.B. COOK

Controller
(Principal Accounting Officer)

February 20, 1997

W.B. COOK