

IMPERIAL OIL LTD  
Form 8-K  
December 08, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 6, 2005

**IMPERIAL OIL LIMITED**

(Exact name of registrant as specified in its charter)

Canada

0-12014

98-0017682

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

237 Fourth Avenue S.W., Calgary, Alberta, Canada

T2P 0H6

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 1-800-567-3776

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications

pursuant to  
Rule 13e-4(c)  
under the Exchange  
Act (17 CFR  
240.13e-4(c))

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Item 8.01 Other Events.

On December 6 and December 7, 2005, Imperial Oil Limited, by means of two press releases, announced that Imperial and ExxonMobil Canada had entered into agreements with ARC Resources for the sale of assets which included Imperial's interests in the Redwater field (operated by Imperial), as well as its interest in the North Pembina field (operated by ExxonMobil Canada) and ExxonMobil Canada's interest in the North Pembina field. The purchase price of the Imperial assets is \$304.5M (Cdn), composed of \$235M for the Redwater property and \$69.5M for Imperial's share of the North Pembina field. The total purchase price for the Imperial and ExxonMobil Canada properties is \$480M (Cdn).

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are furnished as part of this report on Form 8-K:

- 99.1 Press release dated December 6, 2005 of Imperial Oil Limited announcing that Imperial and ExxonMobil Canada have entered into agreements with ARC Resources Ltd. for the sale of assets which include Imperial's interests in the Redwater field (operated by Imperial), as well as its interest in the North Pembina field (operated by ExxonMobil Canada) and ExxonMobil Canada's interests in the North Pembina field. The purchase price of the assets to be acquired by ARC is \$480M (Cdn).
  - 99.1 Press release dated December 7, 2005 of Imperial Oil Limited announcing that further to the announcement yesterday regarding the purchase by ARC Resources Ltd. of assets including Imperial Oil Resources' wholly owned and operated Redwater field, as well as its interest in the North Pembina field, the proceeds to Imperial total \$304.5M (Cdn), composed of \$235M for the Redwater property and \$69.5M for Imperial's share of the North Pembina field.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMPERIAL OIL LIMITED

Date: December 8, 2005

By: /s/ Brian Livingston  
Name: Brian Livingston  
Title: Vice-President, General Counsel and  
Corporate Secretary

By: /s/ Brent Latimer  
Name: Brent Latimer  
Title: Assistant Secretary