

IMPERIAL OIL LTD
Form 8-K
February 23, 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): February 18, 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.)

111 St. Clair Avenue West, Toronto, Ontario

M5W 1K3

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (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 7.01 Regulation FD Disclosure.

Imperial Oil Limited (the Company) hereby furnishes the information set forth in its News Release dated February 18, 2005, announcing 2004 proved oil and gas reserves and additions to its resource base, a copy of which is included as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The following exhibit is furnished as part of this report on Form 8-K:

99.1 News Release of the Company dated February 18, 2005.

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: February 22, 2005

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

By: */s/ Marilyn Henderson*
Name: Marilyn Henderson
Title: Assistant Secretary