

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 26, 2013

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

<u>Canada</u> (State or other jurisdiction of incorporation)	<u>0-12014</u> (Commission File Number)	<u>98-0017682</u> (IRS Employer Identification No.)
<u>237 Fourth Avenue S.W., Calgary, Alberta</u> (Address of principal executive offices)		<u>T2P 3M9</u> (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))

Item 8.01 Other Events.

On February 26, 2013, the Company announced that it has acquired a 50-percent participating interest in Celtic Exploration Ltd. (“Celtic”) following the close of its acquisition by ExxonMobil Canada today. This occurred by means of a sale of a 50-percent interest in Celtic’s assets and liabilities from ExxonMobil Canada to the Company, which represents about a \$1.6 billion investment by the Company. A copy of the Company’s news release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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

- 99.1 News release of the Company on February 26, 2013 announcing that it has acquired a 50-percent participating interest in Celtic Exploration Ltd. (“Celtic”) following the close of its acquisition by ExxonMobil Canada today. This occurred by means of a sale of a 50-percent interest in Celtic’s assets and liabilities from ExxonMobil Canada to the Company, which represents about a \$1.6 billion investment by the Company.

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 26, 2013

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



Imperial Oil Limited
237 - 4th Avenue S.W.
Calgary, AB T2P 0H6

News Release

Imperial acquires 50-percent participating interest in Celtic Exploration following its acquisition by ExxonMobil Canada

- **Imperial has acquired a 50-percent participating interest in the Celtic Exploration acquisition by ExxonMobil Canada**
- **New operation will benefit from the combined expertise of ExxonMobil, XTO Energy and Imperial Oil in unconventional resource development**

Calgary, Alberta, February 26, 2013 - Imperial Oil has acquired a 50-percent participating interest in Celtic Exploration Ltd. ("Celtic") following the close of its acquisition by ExxonMobil Canada today. This occurred by means of a sale of a 50-percent interest in Celtic's assets and liabilities from ExxonMobil Canada to Imperial Oil, which represents about a \$1.6 billion investment by Imperial Oil.

ExxonMobil Canada acquired Celtic after receiving final approval from Canadian regulatory authorities last week. Celtic's shareholders had previously approved the transaction in a meeting on December 14, 2012.

The technical expertise and financial strength of Imperial, ExxonMobil and XTO Energy Inc., a subsidiary of ExxonMobil, will enable the responsible development of the energy contained in the acquired unconventional, liquids rich acreage.

Imperial Oil is one of Canada's largest corporations and a leading member of the country's petroleum industry. The company is a major producer of crude oil and natural gas, Canada's largest petroleum refiner, a key petrochemical producer and a leading marketer with coast-to-coast supply and service station networks.

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For further information:

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