

IMPERIAL OIL LTD  
Form 8-K  
April 26, 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): April 21, 2005

**IMPERIAL OIL LIMITED**

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(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 (800) 567-3776  
code:

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(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 2.02 Results of Operations and Financial Condition.

On April 21, 2005, Imperial Oil Limited (the Company) by means of a press release and a speech by the Company's chairman, president and chief executive officer at the Company's annual meeting of shareholders disclosed information relating to the Company's financial condition and results of operations for the fiscal quarter ended March 31, 2005. Copies of each statement are attached as Exhibits 99.1 and 99.2 to this report.

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 of the Company on April 21, 2005 disclosing information relating to the Company's financial condition and results of operations for the fiscal quarter ended March 31, 2005.

99.2 Speech by the Company's chairman, president and chief executive officer at the Company's annual meeting of shareholders on April 21, 2005 disclosing information relating to the financial condition and results of operations for the fiscal quarter ended March 31, 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: April 21, 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

style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code (Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date (Month/Day/Year)7. Title and Amount of Underlying Securities (Instr. 3 and 4)8. Price of Derivative Security (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE R TODD MORRIS CORPORATE CENTER III, 400 INTERPACE PARKWAY PARSIPPANY, NJ 07054			CFO-Global & PAO	

## Signatures

/s/R. TODD  
JOYCE

03/08/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These restricted shares of common stock, par value \$0.0033, were issued pursuant to the provisions of the Fourth Amendment and

- (1) Restatement of the 2001 Incentive Award Plan of Actavis, Inc., as amended and will vest fifty percent (50%) on March 8, 2014 and fifty percent (50%) on March 8, 2016.

These restricted shares of common stock, par value \$0.0033, were issued pursuant to the provisions of the Fourth Amendment and

- (2) Restatement of the 2001 Incentive Award Plan of Actavis, Inc., as amended and will vest twenty-five percent (25%) on March 6, 2014, twenty-five percent (25%) on March 6, 2015, twenty-five percent (25%) on March 6, 2016 and twenty-five percent (25%) on March 6, 2017.

- (3) Includes shares of restricted stock issued pursuant to the Fourth Amendment and Restatement of the 2001 Incentive Award Plan of Actavis, Inc., as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.