

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 23, 2010

IMPERIAL OIL LIMITED

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

0-12014
(Commission File Number)

98-0017682
(IRS Employer
Identification No.)

237 Fourth Avenue S.W., Calgary, Alberta
(Address of principal executive offices)

T2P 3M9
(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of Certain
Officers.

P.A. (Paul) Smith, currently senior vice-president, finance and administration, and treasurer of Imperial Oil Limited, has announced his intention to retire as director and senior vice-president, finance and administration, and treasurer of Imperial Oil Limited effective April 30, 2010. The Board of Directors of Imperial Oil Limited has appointed P.J. (Paul) Masschelin, 55, currently controller of ExxonMobil Refining and Supply Company and ExxonMobil Research and Engineering Company, to succeed Mr. Smith as senior vice-president, finance and administration, and treasurer effective May 1, 2010. Both ExxonMobil Refining and Supply Company and ExxonMobil Research and Engineering Company are wholly-owned subsidiaries of Exxon Mobil Corporation, which owns 69.6% of the issued and outstanding shares of Imperial Oil Limited.

More information about Mr. Masschelin is included in the news release furnished as Exhibit 99.1 to this Form 8-K.

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 Imperial Oil Limited announcing that P.A. (Paul) Smith, currently senior vice-president, finance and administration, and treasurer of Imperial Oil Limited, has announced his intention to retire as director and senior vice-president, finance and administration, and treasurer of Imperial Oil Limited effective April 30, 2010, and that the Board of Directors of Imperial Oil Limited has appointed P.J. (Paul) Masschelin, currently controller of ExxonMobil Refining and Supply and ExxonMobil Research and Engineering, to succeed Mr. Smith as senior vice-president, finance and administration, and treasurer effective May 1, 2010.

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 24, 2010

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, Alberta
Canada T2P 3M9

News Release

Imperial Oil Announces Executive Appointment

Calgary February 24, 2010 - P.A. (Paul) Smith, currently senior vice-president, finance and administration, and treasurer of Imperial Oil Limited, has announced his intention to retire effective April 30, 2010 following 30 years of service with the company.

The Board of Directors of Imperial Oil Limited has appointed P.J. (Paul) Masschelin, currently controller, ExxonMobil Refining & Supply and ExxonMobil Research & Engineering to succeed Mr. Smith as senior vice-president, finance and administration, and treasurer effective May 1, 2010.

Mr. Smith was born in Toronto, Ontario. He holds an undergraduate degree in economics and MBA from the University of Toronto and became a Chartered Accountant in 1979. He joined Imperial Oil in 1980 and has held a variety of financial positions within the company. In 1990 he was appointed to the position of Cold Lake plant manager and in 1992, national marketing manager for Imperial's branded associates business. In 1994, he became the controller for Imperial Oil. In 1996, Mr. Smith moved to New Jersey as the assistant controller of Exxon Corporation International and in 1997, he moved to Dallas as the corporate finance manager for Exxon Corporation, now Exxon Mobil Corporation.

In 2002 he was appointed as controller and senior vice-president, finance and administration for Imperial Oil and was elected to the company's board of directors. In February 2008, he was appointed to his present position as senior vice-president, finance and administration, and treasurer.

Mr. Smith is a member of the Financial Executives International Canada.

Mr. Masschelin, a native of Belgium, holds an MBA from Catholic University in Leuven, Belgium as well as undergraduate degrees in Commercial Engineering and Actuarial Sciences. He joined Exxon in Brussels, Belgium in 1980 and has held a variety of positions during his career in Audit, Controller's, Treasurer's across Exxon's chemical, upstream and corporate activities. He has held increasingly senior roles in Exxon's financial management functions globally including assignments in Chile, Singapore and Houston. In 2001, he relocated to Rome with responsibility for the financial aspects of ExxonMobil's downstream activities in the Mediterranean basin. Mr. Masschelin has been based in Fairfax, Virginia since 2003 where he initially led the Global Product Movements and Inventory organization, and assumed his current position in 2007.

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 and a leading marketer with a coast-to-coast supply network that includes about 1,850 service stations.

- 30 -

For further information:

Investor inquiries
Mark Stumpf
Investor Relations
403-237-4537

Media inquiries
Gordon Wong
Public Affairs
403-237-2710