

IMPERIAL OIL LTD  
Form 8-K  
April 21, 2005

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**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 code: 1-800-567-3776

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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))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Pierre Des Marais II retired as a director of Imperial Oil Limited effective the close of the annual shareholders meeting on April 21, 2005. At the same annual shareholders meeting, Jack Mintz was elected as a new director.

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