

# EXXON MOBIL CORP

## FORM 10-K (Annual Report)

Filed 02/26/10 for the Period Ending 12/31/09

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CIK	0000034088
Symbol	XOM
SIC Code	2911 - Petroleum Refining
Industry	Oil & Gas - Integrated
Sector	Energy
Fiscal Year	12/31

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**Item 11. Executive Compensation.**

Reference is made to the sections entitled "Director Compensation," "Compensation Committee Report", "Compensation Discussion and Analysis" and "Executive Compensation Tables" of the Proxy Information Section of this report.

The Compensation Committee determines whether ExxonMobil's compensation policies and practices could result in inappropriate risk-taking. Based on its assessment, the Committee does not believe that ExxonMobil's compensation policies and practices create any material adverse risks for the Company for the following reasons:

Inappropriate risk-taking is discouraged by requiring senior executives to hold a substantial portion of their equity incentive award for their entire career and beyond retirement. These lengthy holding periods are tailored to our business model. The Compensation Committee requires that these equity grants with long holding periods comprise 50 to 70 percent of total compensation for Named Executive Officers as depicted on page 133 of the "Compensation Discussion and Analysis," whereas the annual bonus award was only about 10 percent of total annual compensation in 2009.

Payout of 50 percent of the annual bonus is delayed and subject to risk of forfeiture, which is a unique feature of the annual bonus program relative to many comparator companies and further discourages inappropriate risk-taking; the timing of the delayed payout is determined by earnings performance.

Executives below the Named Executive Officers participate in the same plans which are also reviewed by the Compensation Committee; therefore, inappropriate risk-taking is discouraged at all levels of the Company through similar compensation design features and allocation of awards.

Finally, it should also be noted that a large percentage of career compensation for all executives and employees is in the form of a defined benefit pension which requires many years of dedicated service to the Company to have material value and is based on a standard retirement age of 65, with early retirement eligibility at age 55 with a minimum of 15 years of service. This is another dimension of total compensation that discourages inappropriate risk-taking; instead, it encourages executives to take a long-term view when making business decisions and to focus on achieving sustainable growth for shareholders.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required under Item 403 of Regulation S-K is included in the section entitled "Director and Executive Officer Stock Ownership" of the Proxy Information Section of this report. Reference is also made to the section entitled "Certain Beneficial Owners" of the Proxy Information Section of this report.

**Equity Compensation Plan Information**

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans [Excluding Securities Reflected in Column (a)]
Equity compensation plans approved by security holders	50,375,746 <sup>(2)</sup>	\$40.92	153,372,424 <sup>(3)(4)</sup>
Equity compensation plans not approved by security holders	0	0	0
<b>Total</b>	<b>50,375,746</b>	<b>\$40.92</b>	<b>153,372,424</b>

(1) The exercise price of each option reflected in this table is equal to the fair market value of the Company's common stock on the date the option was granted. The weighted-average price reflects three prior option grants that are still outstanding.

(2) Includes 41,473,406 options granted under the 1993 Incentive Program and 8,902,340 restricted stock units to be settled in shares.

(3) Available shares can be granted in the form of restricted stock, options, or other stock-based awards. Includes 152,591,224 shares available for award under the 2003 Incentive Program and 781,200 shares available for award under the 2004 Non-Employee Director Restricted Stock Plan.

(4) Under the 2004 Non-Employee Director Restricted Stock Plan approved by shareholders in May 2004, and the related standing resolution adopted by the Board, each non-employee director automatically receives 8,000 shares of restricted stock when first elected to the Board and, if the director remains in office, an additional 2,500 restricted shares each following year. While on the Board, each non-employee director receives the same cash dividends on restricted shares as a holder of regular common stock, but the director is not allowed to sell the shares. The restricted shares may be forfeited if the director leaves the Board early.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the following Exxon Mobil Corporation Registration Statements on:

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| Form S-3 (No. 33-48919)                                | — | Guaranteed Debt Securities and Warrants to Purchase<br>Guaranteed Debt Securities of Exxon Capital Corporation;                    |
| Form S-3 (No. 33-8922)                                 | — | Guaranteed Debt Securities of SeaRiver Maritime Financial Holdings, Inc. (formerly Exxon Shipping<br>Company);                     |
| Form S-8 (Nos. 333-101175, 333-<br>38917 and 33-51107) | — | 1993 Incentive Program of Exxon Mobil Corporation;   |
| Form S-8 (No. 333-145188 and<br>333-110494)            | — | 2003 Incentive Program of Exxon Mobil Corporation;   |
| Form S-8 (No. 333-72955)                               | — | ExxonMobil Savings Plan;   |
| Form S-8 (No. 333-75659)                               | — | Post-Effective Amendment No. 2 on Form S-8 to Form S-4 which pertains to the 1993 Incentive<br>Program of Exxon Mobil Corporation; |
| Form S-8 (No. 333-117980)                              | — | 2004 Non-employee Director Restricted Stock Plan   |

of our report dated February 26, 2010, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/S/ PRICEWATERHOUSECOOPERS LLP

Dallas, Texas  
February 26, 2010