

IMPERIAL OIL LTD
Form 8-K
April 08, 2008

**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 7, 2008

IMPERIAL OIL LIMITED

(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.) |
| 237 Fourth Avenue S.W., Calgary, Alberta, Canada | | T2P 3M9 |
| (Address of principal executive offices) | | (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))
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Item 8.01 Other Events.

On April 7, 2008, Imperial Oil Limited, by means of a news release, announced that the shareholders of Rainbow Pipe Line Company, Ltd. (Rainbow) have entered into an agreement for the sale of the shares and assets of Rainbow. Imperial owns a one-third share of Rainbow

Item 9.01 Financial Statements and Exhibits.

(c) 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 that the shareholders of Rainbow Pipe Line Company, Ltd. (Rainbow) have entered into an agreement for the sale of the shares and assets of Rainbow. Imperial owns a one-third share of Rainbow

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 7, 2008

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