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- 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 1.01 Entry into a Material Definitive Agreement

Effective October 26, 2016, the Company's Short Term Incentive Program was amended with respect to awards granted in 2016 and in future years. The effect of the amendments is to formalize the Company's administrative practice not to forfeit awards upon the grantee reaching normal retirement time where the grantee is entitled to an annuity under the Company's retirement plan and make minor administrative amendments to the Program for greater clarity.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

[10(iii)(A)(1) Amended Short Term Incentive Program with respect to awards granted in 2016 and subsequent years, as amended effective October 26, 2016]

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: October 31, 2016

By: */s/ Lara Pella*

Name: Lara Pella
Title: Assistant General Counsel and
Corporate Secretary

By: */s/ Cathryn Walker*

Name: Cathryn Walker
Title: Assistant Corporate Secretary