

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

JUN 26 2003

12 48284

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response . . . 16.00

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) US\$ 500,000,000 Senior Notes

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Irving Oil Limited

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
10 Sydney Street, Saint John, New Brunswick, Canada E2L 4K1 (506) 202-2000

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)
SAME

Brief Description of Business
Refining and Marketing of Petroleum and related products.



Type of Business Organization
[X] corporation [] limited partnership, already formed
[] business trust [] limited partnership, to be formed [] other (please specify)

03025468

PROCESSED

Actual or Estimated Date of Incorporation or Organization: [] Actual [X] Estimated
Month Year [] [] 2 4

JUN 27 2003

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [C] [N]

THOMSON FINANCIAL

1. GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

* SEC 1972 (6/02) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

SEE ATTACHED SCHEDULE

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Schedule A

Basic Identification Data

Name	Relationship	Address
Irving Oil Company Limited	Greater than 10% beneficial owner	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
F.M.E. Company Limited	Greater than 10% beneficial owner	P.O. Box 1701 Hamilton, Bermuda HM GX
F.M.R. Company Limited	Greater than 10% beneficial owner	P.O. Box 1701 Hamilton, Bermuda HM GX
Irving, Arthur L.	Director and Executive Officer	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, Kenneth..	Director and Executive Officer	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, Arthur L., Jr.	Director and Executive Officer	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, J.K.	Director	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, J.E.	Director	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, J.D.	Director	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, R.K.	Director	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Irving, J.F.	Director	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Monkhouse, Bryan	Executive Officer	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Halford, David	Executive Officer	10 Sydney Street Saint John, New Brunswick Canada E2L 4K1
Glassberg, David E.	Executive Officer	190 Commerce Way Portsmouth, NH 03801
Crosby, Michael	Executive Officer	190 Commerce Way Portsmouth, NH 03801

B. INFORMATION ABOUT OFFERING

- | | | |
|--|---------------------------------|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....</p> <p align="center">Answer also in Appendix, Column 2, if filing under ULOE.</p> | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual?.....</p> | \$ N/A | |
| <p>3. Does the offering permit joint ownership of a single unit?</p> | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| <p>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.</p> | | |

Full Name (Last name first, if individual)

Salomon Smith Barney Inc.

Business or Residence Address (Number and street, City, State, Zip Code)

388 Greenwich Street, New York, NY 10013

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]✓	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]✓	[DE]	[DC]	[FL]	[GA]✓	[HI]	[ID]
[IL]✓	[IN]	[IA]✓	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]✓	[MI]	[MN]✓	[MS]	[MO]✓
[MT]	[NE]	[NV]	[NH]	[NJ]✓	[NM]	[NY]✓	[NC]	[ND]	[OH]✓	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]✓	[UT]	[VT]	[VA]	[WA]✓	[WV]	[WI]✓	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>500,000,000</u>	\$ <u>500,000,000</u>
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>45</u>	\$ <u>500,000,000</u>
Non-accredited investors	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ <u>10,000</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>450,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____ 0
Other Expenses (identify) Placement Agent Fees	<input type="checkbox"/>	\$ <u>4,250,000</u>

Total \$ 4,810,000

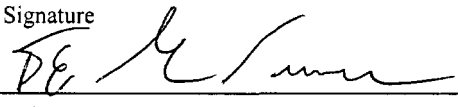
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 495,190,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 495,190,000
Working capital	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
_____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 495,190,000
Total Payments Listed (column totals added).....		<input type="checkbox"/> 495,190,000		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Irving Oil Limited	Signature 	Date 06/26/03
Name of Signer (Print or Type) David E. Glassberg	Title of Signer (Print or Type) Secretary	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)