Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving,TX 75039-2298

Henry H. Hubble
Vice President, Investor Relations
and Secretary

September 28, 2004

Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549-0609

E-mail address: rule-comments@sec.gov

Attention: Jonathan G. Katz, Secretary

RE: File No. SR-NYSE-2004-41
NYSE Standards Relating to Corporate Governance
Release No. 34-50298

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, I would like to offer the following comments on the New York Stock Exchange's proposed amendment of Section 303A of the NYSE Listed Company Manual relating to corporate governance.

ExxonMobil strongly supports the Exchange's effort to promote good governance and we believe Section 303A has been effective. We also support the initiative represented by the current filing to clarify and correct certain aspects of Section 303A. Our general comment is that this effort should be broadened. The Exchange specifically notes in the current filing that it has neither solicited nor received written comments on the proposed rule changes. We believe the amendment process would be more effective if the Exchange did consider such comments.

With the passage of time since Section 303A was adopted, a variety of issues have come to light that we believe warrant clarification or correction but that are not addressed in the current filing. To give specific examples, ExxonMobil recommends the following additional changes to Section 303A:

1. Use the "household" concept of "immediate family member" throughout Section 303A.02. We support the proposal in the current filing to define "immediate family member" for purposes of Section 303A.02(b)(ii) as a director's spouse, minor child or stepchild, or adult child or stepchild sharing a home with the director. However, as we have argued before[1], we strongly believe this same definition should apply for all purposes of Section 303A.02.

[1] See letter from Patrick T. Mulva dated May 7, 2003, containing ExxonMobil's comments on SR-NYSE-2002-33 (Release No. 34-47672).

In the context of Section 16, the SEC has long recognized that the economic interests of a director's spouse, dependents, and household members can reasonably be attributed to the director, and that a director can reasonably be expected to obtain personal information from such persons. Conversely, we believe it is unreasonable to expect that directors will always be able to obtain complete and up-to-date information regarding in-laws and other distant relatives covered by the current Exchange definition of immediate family member. This is especially true in the context of the bright line test under Section 303A(2)(b)(v), which may be triggered by a business relationship that is insignificant to the listed company but is significant to a private firm with which a director's distant relative may be affiliated. We also believe that relationships involving distant relatives are highly unlikely to affect a director's independence.

To the extent a director can with reasonable inquiry determine that a business relationship involving a distant relative who is not part of the director's household exists, such a relationship should only be considered as part of the board's qualitative analysis of independence and should not automatically trigger disqualification under the bright-line standards.

2. Harmonize share-counting under Section 303A.08 with the SEC approach under Section 16. Under its current FAQ's with respect to Section 303A.08, the Exchange has established unnecessarily complex and inconsistent requirements for share counting under equity compensation plans. For example, under current Exchange guidance shares withheld to pay taxes on restricted stock units may be reused for future grants, but shares withheld to pay taxes on standard restricted stock may not. Similarly, shares withheld to satisfy the exercise price or taxes on a stock option may be reused, but previously-owned shares delivered by an optionee to the company for the same purpose may not.

The principle of Section 303A.08 is to give shareholders greater control over equity compensation. As long as shareholders approve a particular share counting methodology, the Exchange should not second-guess shareholders by mandating a different method. This would be consistent with the approach adopted in 1996 by the SEC for purposes of the Section 16 rules.

3. Modify the foreign plan exemption under Section 303A.08 to cover any plan for non-U.S. employees if the plan is qualified under applicable local laws providing for non-discrimination and limits on contributions. As interpreted by the Exchange in its February 2004 FAQ's, the foreign plan exemption under Section 303A.08 has become unreasonably narrow and prescriptive. The current interpretations seem to reflect a policy judgment that non-U.S. plans should conform as closely as possible to the models provided by the U.S. Internal Revenue Code, without regard to varying non-tax legal requirements and market practices in other countries. This approach puts U.S.-listed multinational companies at a competitive disadvantage in non-U.S. labor markets and is not what we believe was intended in the original rule-writing process.

We also believe that plans under which employee and employer cash contributions are used by an independent trustee to purchase company stock on the open market should be exempt from shareholder approval, especially if officers and directors of the listed company do not participate in the plan. Open market purchase plans do not dilute current shareholders and the potential requirement for shareholder approval of such plans works against the shareholders' best interest by creating an incentive for companies to favor cash over stock-based compensation.

4. The 303A.12(a) certification should be given by the Chairman of the Board rather than the CEO. Most of a company's compliance obligations under Section 303A relate to the

structure and functioning of the board and board committees. Accordingly, we believe the annual compliance certification required by Section 303A.12(a) should more appropriately be given by the Chairman of the Board, who may or may not be the same person as the CEO.

5. The 303A.12(b) notice obligation should be triggered by the knowledge of the person required to give the notice. We believe a personal compliance obligation should not be triggered by the knowledge of another individual. Section 303A.12(b) should be modified so that the obligation to give notice is triggered by the CEO's (or Chairman's, per comment 4 above) own knowledge, or should be changed to a corporate obligation rather than a personal one.

The recommendations noted above are not meant to be complete, but to illustrate the need for general comment on Section 303A by listed companies, investors, and other interested parties. We urge the Exchange to consider a broad range of input before finalizing the proposed amendments.

We thank you for the opportunity to offer these comments.

Sincerely,