

EXXON MOBIL CORP
Form 4
January 06, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGE WILLIAM W

(Last) (First) (Middle)

C/O EXXON MOBIL CORPORATION, 5959 LAS COLINAS BOULEVARD

(Street)

IRVING, TX 75039-2298

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXXON MOBIL CORP [XOM]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/02/2015		A	2,500	36,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

learned in mergers in the past that it's very important that the people that are dealing directly with clients, that they need to know right now that they have a job, and I reemphasized that for our associates, SunTrust and BB&T, that are watching and listening. Now, if you're a client-facing associate and you're doing a good job then your job is assured. Because here's why that's important: When the client walks in they don't care about me and Bill. They don't care about mergers and metrics and all that kind of thing.

They walk up to the associate and they say, "Are you going to be okay?" And if the associate says, "Yes, I have a job. I'm going to be okay," then the client says, "That's cool," and then move on. So, we will take care of our client-facing associates. They are assured of a job. And we will work with everyone else, not just client-facing associates—we will work very hard so that this is a good experience for everybody. We are very compassionate organizations. We want to have everyone be successful. More importantly, we want them to be happy, and so we'll be working very hard to make some very good, pleasant, happy experiences for everybody involved.

Bill Rogers:

I don't think you're going to find any banks that care more about their teammates and associates than the two of us, and Kelly and I are committed to making this work.

Interviewer:

Bill, when viewers think about the competitive pressures you're under, particularly in the digital space, should they think first about the money centers or is it more about non-banks?

Bill Rogers:

I think what Kelly and I think about the competition is everybody. And the competition is for our clients and making sure that we're relevant, and the good news is we come in with really good strength. I mean we've got great performance on our digital platforms, we've been making investments to date, so what we get to do is double down on that. So, we view the competitive environment that anybody who's trying to acquire clients—and we want to be the most relevant, the most competitive and the most innovative against all competition.

Kelly King:

And then what we really focused on, the fact that in today's world there really is something I call T³. It's about touch, it's about technology, resulting in trust.

Bill Rogers:

Absolutely.

Kelly King: We have fantastic touch we always have we have really good technology, but we're going to as Bill said double down on technology so that integration of the touch and the technology meets the clients where they want us to meet them with the best service, quality, delivery, and that gives you the optimum client experience.

Interviewer: Kelly, obviously the market likes the deal those stocks are up they like the cost saves, but there are some questions from folks I'm talking to about what it signals about the overall environment, whether this indicates some sort of peak for retail banking, a tougher outlook ahead, the end of rising net interest margins. How do you see it?

Kelly King: Very insightful question. Retail banking is getting much more difficult. You know, the fin-techs, the additional digital investments that are required, the fact that consumers, retail clients of all types, including small businesses real-time satisfaction demand; it's a sea change in the last three or four years, so it is much tougher, to your point. That's why we have to do what we're doing. That's why we have to combine to have the scale, the capacity to make not just investments to follow but to lead. We have to be out in front of our clients asking them what do you need? and what do you want? and then we have to be on our toes figuring out how to deliver those solutions. We now have the capacity. We have the initiative. Bill and I are going to co-lead, focusing on our new Innovation and Technology Center, which is going to be in our new headquarters in Charlotte because we think that is the most important. As we lean forward, it's not about looking backwards; it's about looking forward, about how we create the kinds of products and services and processes that not only meet the needs of our clients but exceed the needs of our clients.

Bill Rogers: And I'd say the business has been changing and will change. I'm not sure that there's a particular inflection point. As Kelly said, this is going to give us the opportunity to be the absolute most competitive bank in the country.

Interviewer: Well, gentlemen, judging from the way you finish each other's sentences you're off to a good start, but you're going to be working together for an awfully long time as CEO and COO and then as chairman and CEO. Can

you assure people you're going to get along and are prepared to have that long relationship through, you know, what will certainly be it sounds like you're getting married here but both good times and bad?

Kelly King: We're going to get along great. We've known each other a long time and, you know, we're both North Carolina boys, as I like to say, even though Bill has spent most of his experience in Georgia, which I have a great respect for, but we're really very much alike. We grew up a lot—we have very similar backgrounds. And mostly, we have a really deep passion for our people, for our associates, for our clients, for our communities. You know, Bill nor I are the kind of folks to get up the morning trying to make a lot of money. We don't worry about the stock price. We get up in the morning trying to make the day a little better.

Bill Rogers: Yeah.

Kelly King: We try to improve the financial wellbeing for our clients. We try to make the world a better place to live. We will get along perfectly. The challenges we have will not be us working together.

Bill Rogers: And I think, you know, egos checked at the door. You can see that.

Interviewer: Yeah. Let me just end here with a quick followup. You seem to indicate you're not gonna lay anybody off. Is that correct, Mr. Rogers?

Bill Rogers: No, I think what Kelly said what we're going to do is we're going to be compassionate; we're going to plan long term. If you think about the branch consolidation as an example, it really doesn't start until 2020. We have natural attrition in our business, so it's not about—it's about the fact I think over time we'll be able to consolidate and do this in a way that has the least amount of impact for teammates and associates as best as possible.

Interviewer: And finally, any ideas on a name, Mr. King? You guys getting close?

Kelly King: We haven't figured out the name yet. You know what we're gonna actually do? We will use some outside research capabilities. We've got a lot of our associates to help us figure this out.

Bill Rogers:

Right.

Kelly King:

And Bill and I know one thing: We will not know the right name.
[Laughs]

Bill Rogers:

Right.

Kelly King: We need a name that our young associates, our millennial associates, you know our clients pick. It's not about what name we like, it's a name that resonates with our clients. Conceptually, it is a name that is a forward-pointing, exciting name that says this is a company that is moving forward. This is a company on the move. They're on their toes. They're moving forward and that's exciting to me. When we find that name we will know it.

Bill Rogers: Right, right.

Interviewer: Alright. Well, gentlemen, we'll stand by. We appreciate you joining us this morning. Kelly King and Bill Rogers, thanks to you both.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, business plans and the future performance of BB&T and SunTrust. Words such as anticipates, believes, estimates, expects, forecasts, intends, projects, could, may, should, will or other similar words and expressions are intended to identify these forward-looking statements. These forward-looking statements are based on BB&T's and SunTrust's current expectations and assumptions regarding BB&T's and SunTrust's businesses, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Many possible events or factors could affect BB&T's or SunTrust's future financial results and performance and could cause actual results or performance to differ materially from anticipated results or performance. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between BB&T and SunTrust, the outcome of any legal proceedings that may be instituted against BB&T or SunTrust, delays in completing the transaction, the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and shareholder approvals or to satisfy any of the other conditions to the transaction on a timely basis or at all, the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where BB&T and SunTrust do business, the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management's attention from ongoing business operations and opportunities, potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction, the ability to complete the transaction and integration of BB&T and SunTrust successfully, and the dilution caused by BB&T's issuance of additional shares of

its capital stock in connection with the transaction. Except to the extent required by applicable law or regulation, each of BB&T and SunTrust disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information regarding BB&T, SunTrust and factors which could affect the forward-looking statements contained herein can be found in BB&T's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, its Quarterly Reports on Form 10-Q for the three-month periods ended March 31, 2018, June 30, 2018 and September 30, 2018, and its other filings with the Securities and Exchange Commission (SEC), and in SunTrust's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, its Quarterly Reports on Form 10-Q for the three-month periods ended March 31, 2018, June 30, 2018 and September 30, 2018, and its other filings with the SEC.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger with SunTrust, BB&T will file with the SEC a registration statement on Form S-4 to register the shares of BB&T's capital stock to be issued in connection with the merger. The registration statement will include a joint proxy statement/prospectus which will be sent to the shareholders of BB&T and SunTrust seeking their approval of the proposed transaction.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THESE DOCUMENTS DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT BB&T, SUNTRUST, AND THE PROPOSED TRANSACTION.

*Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from BB&T at its website, www.bbt.com, or from SunTrust at its website, www.suntrust.com. Documents filed with the SEC by BB&T will be available free of charge by accessing BB&T's website at <http://bbt.com/> under the tab *About BB&T* and then under the heading *Investor Relations* or, alternatively, by directing a request by telephone or mail to BB&T Corporation, 200 West Second Street, Winston-Salem, North Carolina, (336) 733-3065, and documents filed with the SEC by SunTrust will be available free of charge by accessing SunTrust's website at <http://suntrust.com/> under the tab *Investor Relations*, and then under the heading *Financial Information* or, alternatively, by directing a request by telephone or mail to SunTrust Banks, Inc., 303 Peachtree Street, N.E., Atlanta, Georgia 30308, (877) 930-8971.*

Participants in the Solicitation

BB&T, SunTrust and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of BB&T and SunTrust in connection with the proposed transaction under the rules of the SEC.

Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Additional information about BB&T, and its directors and executive officers, may be found in the definitive proxy statement of BB&T relating to its 2018 Annual Meeting of Shareholders filed with the SEC on March 15, 2018, and other documents filed by BB&T with the SEC. Additional information about SunTrust, and its directors and executive officers, may be found in the definitive proxy statement of SunTrust relating to its 2018 Annual Meeting of Shareholders filed with the SEC on March 9, 2018, and other documents filed by SunTrust with the SEC. These documents can be obtained free of charge from the sources described above.