

WILLIAMSON CHARLES R
Form 4
August 12, 2005

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 *
WILLIAMSON CHARLES R

(Last) (First) (Middle)
6001 BOLLINGER CANYON ROAD

(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHEVRON CORP [CVX]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/10/2005 | | A | | 62,308 | A | \$ 0 (1) |
| Common Stock | 08/10/2005 | | A | | 15,304 | A | \$ 0 (2) |
| Common Stock | 08/10/2005 | | A | | 5,128 | A | \$ 0 (3) |

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

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.6994 | 08/10/2005 | | A | 8,550 | 08/10/2005 | 03/25/2006 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 36.313 | 08/10/2005 | | A | 12,398 | 08/10/2005 | 03/24/2007 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 32.9799 | 08/10/2005 | | A | 106,883 | 08/10/2005 | 12/04/2010 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 33.0782 | 08/10/2005 | | A | 480,974 | 08/10/2005 | 07/27/2011 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 46.1298 | 08/10/2005 | | A | 121,285 | 08/10/2005 | 02/08/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMSON CHARLES R 6001 BOLLINGER CANYON ROAD SAN RAMON, CA 94583 | | | Executive Vice President | |

Signatures

Christopher A. Butner on behalf of Charles R. Williamson
Date: 08/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- Received in exchange for 107,373 shares of Unocal Corporation common stock in connection with the merger of Unocal Corporation and a wholly-owned subsidiary of Chevron Corporation (the "Merger") pursuant to the Agreement and Plan of Merger dated as of April 4, 2005 among Unocal, Chevron and a wholly-owned subsidiary of Chevron, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of July 19, 2005 ("Merger Agreement"). On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- (1) Received in exchange for 26,373 shares of Unocal Corporation common stock pursuant to the Merger Agreement. On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- (2) Received in exchange for 8,838 shares of Unocal Corporation common stock pursuant to the Merger Agreement. On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- (3) Received in exchange for a non-qualified stock option to acquire 8,000 shares of Unocal Corporation common stock for \$32.8125 per share pursuant to the Merger Agreement.
- (4) Received in exchange for a non-qualified stock option to acquire 11,600 shares of Unocal Corporation common stock for 38.8125 per share pursuant to the Merger Agreement.
- (5) Received in exchange for a non-qualified stock option to acquire 100,000 shares of Unocal Corporation common stock for \$35.25 per share pursuant to the Merger Agreement.
- (6) Received in exchange for a non-qualified stock option to acquire 450,000 shares of Unocal Corporation common stock for 35.355 per share pursuant to the Merger Agreement.
- (7) Received in exchange for a non-qualified stock option to acquire 113,475 shares of Unocal Corporation common stock for 49.305 per share pursuant to the Merger Agreement.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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