

WILLIAMSON CHARLES R

Form 4

August 12, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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2005
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(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) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2005		A	62,308 A	\$ 0 (1) 62,308	D	
Common Stock	08/10/2005		A	15,304 A	\$ 0 (2) 15,304	I	by Trust
Common Stock	08/10/2005		A	5,128 A	\$ 0 (3) 5,128	I	by 401k

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**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (Right to Buy)	\$ 30.6994	08/10/2005		A		8,550		08/10/2005	03/25/2006	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 36.313	08/10/2005		A		12,398		08/10/2005	03/24/2007	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 32.9799	08/10/2005		A		106,883		08/10/2005	12/04/2010	Common Stock	1
Non-Qualified Stock Option (Right to Buy)	\$ 33.0782	08/10/2005		A		480,974		08/10/2005	07/27/2011	Common Stock	4
Non-Qualified Stock Option (Right to Buy)	\$ 46.1298	08/10/2005		A		121,285		08/10/2005	02/08/2015	Common Stock	1

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

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 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.
- (2) 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.

- (3) 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.

- (4) 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.

- (5) 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.

- (6) 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.

- (7) 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.

- (8) 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.

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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