

CHEVRON CORP
Form 4/A
September 01, 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)
08/12/2005

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/10/2005		A		62,901 ⁽¹⁾ \$ 0	D	
Common Stock	08/10/2005		F		28,137 ⁽¹⁾ 62.57 ⁽²⁾	D	
Common Stock	08/10/2005		A		16,298 ⁽³⁾ \$ 0	I	by Trust
Common Stock	08/10/2005		A		5,462 ⁽⁴⁾ \$ 0	I	by 401k

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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: 09/01/2005

__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).

This amended report is being filed to correct the number of shares of Chevron Corporation common stock 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, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of July 19, 2005 ("Merger Agreement"). The acquisition of 62,308

- (1) shares of Chevron Corporation common stock reported in the Form 4 filed on August 12, 2005 was based on both the merger consideration estimated to be paid and the preliminary results of the merger consideration elections (which were the only available information at the Form 4 filing deadline). Furthermore, the August 12, 2005 Form 4 did not reflect the withholding of 28,137 shares which were withheld for taxes and thus deemed to be disposed of, resulting in a net total of 34,764 shares of Chevron Corporation common stock received in the exchange.
- (2) The price is based on the average of the high and low prices of Chevron Corporation common stock listed by the New York Stock Exchange on August 11, 2005.

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This amended report is being filed to correct the number of shares of Chevron Corporation common stock received in exchange for 26,373 shares of Unocal Corporation common stock pursuant to the Merger Agreement. The acquisition of 15,304 shares of Chevron Corporation common stock reported in the Form 4 filed on August 12, 2005 was based on both the merger consideration estimated to be paid and the preliminary results of the merger consideration elections (which were the only available information at the Form 4 filing deadline).

- (3)

This amended report is being filed to correct the number of shares of Chevron Corporation common stock received in exchange for 8,838 shares of Unocal Corporation common stock pursuant to the Merger Agreement. The acquisition of 5,128 shares of Chevron Corporation common stock reported in the Form 4 filed on August 12, 2005 was based on both the merger consideration estimated to be paid and the preliminary results of the merger consideration elections (which were the only available information at the Form 4 filing deadline).

- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.