

UNOCAL CORP
Form 4
February 09, 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 *
HOWARD RANDOLPH L

(Last) (First) (Middle)

**UNOCAL CORPORATION, 2141
ROSECRANS AVENUE, SUITE
4000**

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNOCAL CORP [UCL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2005

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)
Senior VP Global Gas

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 / \$1.00 Par Value ⁽¹⁾	02/08/2005		A	3,986 A \$ 0	13,418	D	
Common Stock / \$1.00 Par Value ⁽¹⁾					12,491.641	I	Unocal Savings Plan (401-k)
Common Stock / \$1.00 Par					2,018	I	By Family Trust

Value ⁽¹⁾

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

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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)
Option / (Right to Buy)	\$ 49.305	02/08/2005		A	11,216	02/08/2006 ⁽²⁾ 02/08/2015	Common Stock / \$1.00 Par Value ⁽¹⁾ 11,216

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD RANDOLPH L UNOCAL CORPORATION 2141 ROSECRANS AVENUE, SUITE 4000 EL SEGUNDO, CA 90245			Senior VP Global Gas	

Signatures

Paul R Moore, Asst Secretary,
Attorney-In-Fact

02/09/2005

**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).
- Common Stock has attached Preferred Stock Purchase Rights. If and when the Rights become exercisable, the holders would initially be
- (1) entitled to purchase one one-hundredth of a share of Series B Junior Participating Preferred stock at a purchase price determined pursuant to the Rights Agreement.
 - (2) The option becomes exercisable in three equal installments on 2/8/2006, 2/8/2007 and 2/8/2008.

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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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