

CHEVRON CORP  
Form 4  
May 30, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EATON ROBERT J

(Last) (First) (Middle)

1000 CHRYSLER DRIVE, CIMS:  
480-01-01

(Street)

AUBURN HILLS, MI 48326-2766

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/28/2008

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	05/28/2008		A	(A) or (D) 1,747 (1)	\$ 0 25,776 (2)	D	
Common Stock					22,080 (3)	I	By family trust

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

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SEC 1474  
(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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy) <u>(4)</u>	\$ 100.42	05/28/2008		A	6,555	05/28/2009 <sup>(5)</sup> 05/28/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EATON ROBERT J 1000 CHRYSLER DRIVE CIMS: 480-01-01 AUBURN HILLS, MI 48326-2766	X			

## Signatures

Christopher A. Butner on behalf of Robert J. Eaton  
Date: 05/30/2008

\*\*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).
- (1) This number represents stock units paid under the Non-Employee Directors' Equity Compensation and Deferral Plan.
- (2) This number includes the acquisition of 638 shares from dividend equivalent accruals under the Non-Employee Directors' Equity Compensation and Deferral Plan and the reinvestment of dividends since April 26, 2007.  
Includes 19,000 shares that were initially reported on May 11, 2005, and were inadvertently reported as directly held instead of indirectly held through a family trust. This number also includes 3,080 shares that were previously indirectly held through Mr. Eaton's wife and are now indirectly held through the family trust.
- (3) Includes 19,000 shares that were initially reported on May 11, 2005, and were inadvertently reported as directly held instead of indirectly held through a family trust. This number also includes 3,080 shares that were previously indirectly held through Mr. Eaton's wife and are now indirectly held through the family trust.
- (4) Stock options granted in lieu of the annual cash retainer at the Director's election.
- (5) The option vests as follows: fifty percent on November 28, 2008 and the remaining fifty percent on May 28, 2009.

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.