

CHEVRON CORP
Form FWP
November 10, 2015

Filed Pursuant to Rule 433

Registration Statement No. 333-206095

November 9, 2015

Final Term Sheet

1.344% Notes Due 2017

Dated November 9, 2015

| | |
|--|--|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$1,000,000,000 |
| Maturity Date: | November 9, 2017 |
| Coupon: | 1.344% |
| Interest Payment Dates: | May 9 and November 9 of each year, commencing May 9, 2016 |
| Benchmark Treasury: | 0.750% due October 31, 2017 |
| Benchmark Treasury Yield: | 0.894% |
| Spread to Benchmark Treasury: | +45 bps |
| Yield to Maturity: | 1.344% |
| Price to Public: | Per Note: 100%; Total: \$1,000,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$999,000,000 |
| Optional Redemption: | Make-whole call: At the Adjusted Treasury Rate (as defined in the Preliminary Prospectus Supplement) plus 7 bps |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764BC3 / US166764BC34 |
| Concurrent Debt Offerings: | The issuer is also offering \$500,000,000 of its Floating Rate Notes Due 2017, \$1,250,000,000 of its 1.790% Notes Due 2018, \$250,000,000 of its Floating Rate Notes Due 2018, \$1,250,000,000 of its 2.419% Notes Due 2020 and \$750,000,000 of its 3.326% Notes Due 2025, for total additional net proceeds for such concurrent debt offerings of \$3,994,175,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. J.P. Morgan Securities LLC |

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BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Wells Fargo Securities, LLC

Co-Managers:

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

Deutsche Bank Securities Inc.

Mizuho Securities USA, Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Standard Chartered Bank

ANZ Securities, Inc.

BBVA Securities Inc.

Loop Capital Markets LLC

Sandler O'Neill & Partners, L.P.

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

** Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to the trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of this term sheet or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisors. The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering in the United States to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering in the United States. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in this offering will arrange to send you the prospectus and the preliminary prospectus supplement if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847; J.P. Morgan Securities LLC collect at 1-212-834-4533; or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.

Final Term Sheet

Floating Rate Notes Due 2017

Dated November 9, 2015

| | |
|--|---|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$500,000,000 |
| Maturity Date: | November 9, 2017 |
| Interest Payment Dates: | February 9, May 9, August 9 and November 9 of each year, commencing February 9, 2016 |
| Initial Interest Rate: | Three-month LIBOR, determined as of two London Business Days prior to the original issue plus 36 bps |
| Interest Reset Periods: | Quarterly |
| Interest Rate Determination: | Three-month LIBOR plus 36 bps, determined as of two London Business Days on the applicable interest determination date |
| Interest Determination Date: | Two London Business Days prior to the first day of the related interest period |
| London Business Day: | With respect to the notes, a London Business Day is any day on which dealings in United States dollars are transacted on the London interbank market |
| Day Count Convention: | Actual/360 |
| Calculation Agent: | Wells Fargo Bank, N.A., or its successor appointed by the Company |
| Price to Public: | Per Note: 100%; Total: \$500,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$499,500,000 |
| Redemption: | The Floating Rate Notes Due 2017 shall not be redeemable prior to their maturity |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764AX8 / US166764AX89 |
| Concurrent Debt Offerings: | The issuer is also offering \$1,000,000,000 of its 1.344% Notes Due 2017, \$1,250,000,000 of its 1.790% Notes Due 2018, \$250,000,000 of its Floating Rate Notes Due 2018, \$1,250,000,000 of its 2.419% Notes Due 2020 and \$750,000,000 of its 3.326% Notes Due 2025, for total additional net proceeds for such concurrent debt offerings of \$4,493,675,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. |

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J.P. Morgan Securities LLC

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Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

Co-Managers:

Deutsche Bank Securities Inc.

Mizuho Securities USA, Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Standard Chartered Bank

ANZ Securities, Inc.

BBVA Securities Inc.

Loop Capital Markets LLC

Sandler O'Neill & Partners, L.P.

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

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Final Term Sheet

1.790% Notes Due 2018

Dated November 9, 2015

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|--|--|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$1,250,000,000 |
| Maturity Date: | November 16, 2018 |
| Coupon: | 1.790% |
| Interest Payment Dates: | May 16 and November 16 of each year, commencing May 16, 2016 |
| Benchmark Treasury: | 0.875% due October 15, 2018 |
| Benchmark Treasury Yield: | 1.240% |
| Spread to Benchmark Treasury: | +55 bps |
| Yield to Maturity: | 1.790% |
| Price to Public: | Per Note: 100%; Total: \$1,250,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$1,248,375,000 |
| Optional Redemption: | Make-whole call: At the Adjusted Treasury Rate (as defined in the Preliminary Prospectus Supplement) plus 10 bps |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764BA7 / US166764BA77 |
| Concurrent Debt Offerings: | The issuer is also offering \$1,000,000,000 of its 1.344% Notes Due 2017, \$500,000,000 of its Floating Rate Notes Due 2017, \$250,000,000 of its Floating Rate Notes Due 2018, \$1,250,000,000 of its 2.419% Notes Due 2020 and \$750,000,000 of its 3.326% Notes Due 2025, for total additional net proceeds for such concurrent debt offerings of \$3,744,800,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC BNP Paribas Securities Corp. Citigroup Global Markets Inc. Merrill Lynch, Pierce, Fenner & Smith |

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Co-Managers:

Wells Fargo Securities, LLC

Goldman, Sachs & Co.

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Mizuho Securities USA, Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Standard Chartered Bank

ANZ Securities, Inc.

BBVA Securities Inc.

Loop Capital Markets LLC

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SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

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Final Term Sheet

Floating Rate Notes Due 2018

Dated November 9, 2015

| | |
|--|---|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$250,000,000 |
| Maturity Date: | November 16, 2018 |
| Interest Payment Dates: | February 16, May 16, August 16 and November 16 of each year, commencing February 16, 2016 |
| Initial Interest Rate: | Three-month LIBOR, determined as of two London Business Days prior to the original issue plus 51 bps |
| Interest Reset Periods: | Quarterly |
| Interest Rate Determination: | Three-month LIBOR plus 51 bps, determined as of two London Business Days on the applicable interest determination date |
| Interest Determination Date: | Two London Business Days prior to the first day of the related interest period |
| London Business Day: | With respect to the notes, a London Business Day is any day on which dealings in United States dollars are transacted on the London interbank market |
| Day Count Convention: | Actual/360 |
| Calculation Agent: | Wells Fargo Bank, N.A., or its successor appointed by the Company |
| Price to Public: | Per Note: 100%; Total: \$250,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$249,675,000 |
| Redemption: | The Floating Rate Notes Due 2018 shall not be redeemable prior to their maturity |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764BB5 / US166764BB50 |
| Concurrent Debt Offerings: | The issuer is also offering \$1,000,000,000 of its 1.344% Notes Due 2017, \$500,000,000 of its Floating Rate Notes Due 2017, \$1,250,000,000 of its 1.790% Notes Due 2018, \$1,250,000,000 of its 2.419% Notes Due 2020 and \$750,000,000 of its 3.326% Notes Due 2025, for total additional net proceeds for such concurrent debt offerings of \$4,743,500,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. |

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Final Term Sheet

2.419% Notes Due 2020

Dated November 9, 2015

| | |
|--|--|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$1,250,000,000 |
| Maturity Date: | November 17, 2020 |
| Coupon: | 2.419% |
| Interest Payment Dates: | May 17 and November 17 of each year, commencing May 17, 2016 |
| Benchmark Treasury: | 1.375% due October 31, 2020 |
| Benchmark Treasury Yield: | 1.749% |
| Spread to Benchmark Treasury: | +67 bps |
| Yield to Maturity: | 2.419% |
| Price to Public: | Per Note: 100%; Total: \$1,250,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$1,248,125,000 |
| Optional Redemption: | Make-whole call: At the Adjusted Treasury Rate (as defined in the Preliminary Prospectus Supplement) plus 12 bps |
| | Par call: On or after October 17, 2020 |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764AY6 / US166764AY62 |
| Concurrent Debt Offerings: | The issuer is also offering \$1,000,000,000 of its 1.344% Notes Due 2017, \$500,000,000 of its Floating Rate Notes Due 2017, \$1,250,000,000 of its 1.790% Notes Due 2018, \$250,000,000 of its Floating Rate Notes Due 2018 and \$750,000,000 of its 3.326% Notes Due 2025, for total additional net proceeds for such concurrent debt offerings of \$3,745,050,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC BNP Paribas Securities Corp. |

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Final Term Sheet

3.326% Notes Due 2025

Dated November 9, 2015

| | |
|--|--|
| Issuer: | Chevron Corporation |
| Aggregate Principal Amount Offered: | \$750,000,000 |
| Maturity Date: | November 17, 2025 |
| Coupon: | 3.326% |
| Interest Payment Dates: | May 17 and November 17 of each year, commencing May 17, 2016 |
| Benchmark Treasury: | 2.000% due August 15, 2025 |
| Benchmark Treasury Yield: | 2.356% |
| Spread to Benchmark Treasury: | +97 bps |
| Yield to Maturity: | 3.326% |
| Price to Public: | Per Note: 100%; Total: \$750,000,000 |
| Aggregate Net Proceeds (Before Expenses): | \$748,500,000 |
| Optional Redemption: | Make-whole call: At the Adjusted Treasury Rate (as defined in the Preliminary Prospectus Supplement) plus 15 bps |
| | Par call: On or after August 17, 2025 |
| Trade Date: | November 9, 2015 |
| Settlement Date:** | November 17, 2015 (T+5) |
| CUSIP / ISIN: | 166764BD1 / US166764BD17 |
| Concurrent Debt Offerings: | The issuer is also offering \$1,000,000,000 of its 1.344% Notes Due 2017, \$500,000,000 of its Floating Rate Notes Due 2017, \$1,250,000,000 of its 1.790% Notes Due 2018, \$250,000,000 of its Floating Rate Notes Due 2018 and \$1,250,000,000 of its 2.419% Notes Due 2020, for total additional net proceeds for such concurrent debt offerings of \$4,244,675,000 |
| Joint Book-Running Managers: | Barclays Capital Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC BNP Paribas Securities Corp. |

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