

DENHAM ROBERT E
Form 4
May 30, 2012

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 *
DENHAM ROBERT E

(Last) (First) (Middle)

MUNGER, TOLLES & OLSON
LLP, 355 SOUTH GRAND
AVENUE, 35TH FL.

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2012

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	05/30/2012		A	(A) or (D) Code V Amount Price A 1,835 (1) \$ 0	30,800 (2)	D	

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)

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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)
Phantom Stock ⁽³⁾	⁽⁴⁾	05/25/2012		I	331	⁽³⁾ ⁽³⁾	Common Stock	331 \$ 98.862

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DENHAM ROBERT E
MUNGER, TOLLES & OLSON LLP X
355 SOUTH GRAND AVENUE, 35TH FL.
LOS ANGELES, CA 90071

Signatures

Christopher A. Butner on behalf of Robert E. Denham 05/30/2012

 **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 issued under the Non-Employee Directors' Equity Compensation and Deferral Plan.
- (2) This number includes the acquisition of dividend equivalent accruals on stock units and the acquisition of stock resulting from the reinvestment of dividends on restricted stock (738 shares) issued under the Non-Employee Directors' Equity Compensation and Deferral Plan.
- (3) The shares of phantom stock issued under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan become payable in common stock upon the reporting person's termination of service.
- (4) 1-for-1.
- (5) This number includes dividend equivalent accruals (87) under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

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.