

CHEVRON CORP
Form 4
December 08, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pate R. Hewitt

(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)

12/06/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2016			M		8,074	A	<u>11</u>	8,074	D	
Common Stock	12/06/2016			D		8,074	D	\$ 112.76	0	D	
Common Stock									3,374	I	by 401(k) plan
Common Stock									16,068	I	By Pate Family Trust
Common Stock									3,000 <u>(2)</u>	I	by GRAT

Common Stock 3,000 ⁽²⁾ I by Spouse GRAT

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0 <u>(1)</u>	12/06/2016		M	8,074 <u>(3)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	8,074 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pate R. Hewitt 6001 BOLLINGER CANYON ROAD SAN RAMON, CA 94583	VP and General Counsel

Signatures

Christine L. Cavallo, Attorney-in Fact for R. Hewitt
Pate

12/08/2016

 **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) Each phantom stock unit is the economic equivalent of one share of Chevron Corporation common stock. The phantom stock units are payable in cash upon vesting. On December 6, 2016, thirty percent of the reporting person's original grant (plus the accrued dividend equivalents) vested and were settled in cash. The remaining forty percent of the original grant (plus accrued dividend equivalents) will vest on December 6, 2018.

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- (2) This number includes 1,100 shares previously reported as indirectly owned by the Pate Revocable Family Trust that were later contributed to a grantor retained annuity trust.
- (3) This number includes dividend equivalent accruals that vested on December 6, 2016 (1,324 shares).
- (4) This number includes dividend equivalent accruals (1,765 shares).

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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