

CHEVRON CORP
Form 4
March 02, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NUNN SAMUEL A

(Last) (First) (Middle)

SAM NUNN SCHOOL OF INTL
AFFAIRS, GA TECH, 781
MARIETTA STREET NW

(Street)

ATLANTA, GA 30318

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | | Code V Amount | Price | | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|---------------------------|---------------|---|----------------------------------|----------------|-----------------|--|---|---------------------------|
|---------------------------|---------------|---|----------------------------------|----------------|-----------------|--|---|---------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | Security (Instr. 5) | | |
|--|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|------------------------|--|--------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | 02/28/2011 | I | | 304 | | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 304 | \$ 103.73 |
| Phantom Stock Units ⁽⁴⁾ | \$ 0 ⁽²⁾ | | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 8,762 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NUNN SAMUEL A SAM NUNN SCHOOL OF INTL AFFAIRS GA TECH, 781 MARIETTA STREET NW ATLANTA, GA 30318 | X | | | |

Signatures

Christopher A. Butner on behalf of Sam Nunn 03/02/2011

**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) The shares of phantom stock were issued under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan and are payable in common stock upon the reporting person's termination of service.
- (2) 1-for-1
- (3) This number includes dividend equivalent accruals (95) under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

Phantom stock units were issued under a former plan for Texaco Directors and are payable in common stock upon the reporting person's termination of service. No new awards are issuable under the former plan and only dividend equivalent accruals are earned. This number includes dividend equivalent accruals (72).

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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