DENHAM ROBERT E

Form 4 May 28, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

10% Owner

Indirect

Beneficial

Ownership

(Instr. 4)

OMB APPROVAL

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * DENHAM ROBERT E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) CHEVRON CORP [CVX] 3. Date of Earliest Transaction

(Check all applicable)

MUNGER, TOLLES & OLSON LLP. 355 SOUTH GRAND

(Street)

AVENUE, 35TH FL.

(City)

1. Title of

Security

(Instr. 3)

Officer (give title Other (specify below)

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

(Month/Day/Year)

05/26/2010

(Month/Day/Year)

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

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90071

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Price (D)

(A)

Common 05/26/2010 Stock

Code V Amount 2.535 \$0 A

 $25,711 \frac{(2)}{2}$

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

(1)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			ate	7. Title and Amount of Underlying Securities	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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



Signatures

Kari H. Endries on behalf of Robert E. Denham

05/28/2010

**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.
- This number includes the acquisition of dividend equivalent accruals on stock units and the acquisition of stock resulting from the

 (2) reinvestment of dividends on restricted stock (649 shares) issued under the Non-Employee Directors' Equity Compensation and Deferral

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.

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