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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). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL OMB Number: 3235-0287 | | | | | | | | | |
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| | hours per response: | 0.5 |
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| | | |

| 1. Name and Address of Reporting Person [*] JENIFER FRANKLYN G | | | | er Name and Ticker | | ymbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--------------------|---------------------|----------------|--------------------------------|----------------|---|--|---------------------------------------|-----------------|---------------|--|--|
| JENIFER FR | ANKLY | NG | <u></u> | | | | X | Director | 10% C | Dwner | | |
| (Last) 6001 BOLLING | (First) ER CANY | (Middle) ON ROAD | | e of Earliest Transac /2008 | tion (Month/D | ay/Year) | | Officer (give title below) | Other below | (specify) | | |
| , | | | 4. If Ar | mendment, Date of (| Original Filed | (Month/Day/Year) | | idual or Joint/Group | Filing (Check A | pplicable | | |
| (Street) SAN RAMON | CA | 94583 | | | | | Line) X | Form filed by One Form filed by Mo | | | | |
| (City) | (State) | (Zip) | | | | | | Person | | | | |
| | | Table I - Non- | -Derivative S | ecurities Acqu | ired, Disp | osed of, or Benefi | cially | Owned | | | | |
| 1. Title of Security | (Instr. 3) | | 2. Transaction | 2A. Deemed | 3. | 4. Securities Acquired (A) or 5. Amount of 6. Ownership | | | | 7. Nature | | |

| of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transa Code (8) | | 4. Securities A Disposed Of (5) | | | Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|------------------------|--|------------------------------|---|--|---------------|-------|--|---|---|--|
| | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |

 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. Transa Code (8) | | i of I | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | e Amount of | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock ⁽¹⁾ | \$0 ⁽²⁾ | 06/04/2008 | | Ι | | 151 | | (1) | (1) | Common Stock | 151 | \$96.0395 | 8,037 ⁽³⁾ | D | |
| Phantom Stock Units ⁽⁴⁾ | \$0 ⁽²⁾ | | | | | | | (4) | (4) | Common Stock | 6,141 | | 6,141 ⁽⁴⁾ | D | |

Explanation of Responses:

1. 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.

2. 1-for-1

3. This number includes dividend equivalent accruals (53) under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

4. 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 (42).

<u>Christopher A. Butner on</u> <u>behalf of Franklyn G. Jenifer</u>

06/06/2008

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.