

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CHEVRON CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

94-0890210
(I.R.S. Employer
Identification No.)

6001 Bollinger Canyon Road
San Ramon, California 94583-2324
(Address of Principal Executive Offices)

Chevron Corporation Deferred Compensation Plan For Management Employees II
(Full Title of the Plan)

Mary A. Francis, Esq.
Corporate Secretary and Chief Governance Officer

Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, California 94583-2324
Telephone: (925) 842-1000

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With copies to:

Christine L. Cavallo, Esq.
Assistant Secretary and Managing Counsel
Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, California 94583-2324
Telephone: (925) 842-1000

Brian M. Wong, Esq.
Pillsbury Winthrop Shaw Pittman LLP
Four Embarcadero Center
22nd Floor
San Francisco, California 94111-5998
Telephone: (415) 983-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer R

Accelerated filer £

Non-accelerated filer £

Smaller reporting company £

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Deferred Compensation Obligations ⁽¹⁾	\$120,000,000	100%	\$120,000,000	\$12,084
Common Stock, par value \$0.75 per share	1,195,695	\$ 100.36 ⁽³⁾	\$ 120,000,000	N/A
Total registration Fee	N/A	N/A	N/A	\$12,084

- (1) The Deferred Compensation Obligations being registered are general unsecured obligations of Chevron Corporation ("Chevron" or the "Registrant") under the Chevron Corporation Deferred Compensation Plan for Management Employees II (the "Plan"). Certain of such Deferred Compensation Obligations may be fulfilled at the option of the plan participant either in cash or in shares of Chevron Common Stock. Accordingly, reference is made in the above table to the maximum number of shares of Chevron Common Stock that may be issued in fulfillment of such Deferred Compensation Obligations.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee.
- (3) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of Chevron's Common Stock on the New York Stock Exchange on August 1, 2016.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a previously filed Registration Statement on Form S-8 relating to the Chevron Corporation Deferred Compensation Plan for Management Employees II is effective. Accordingly, pursuant to General Instruction E to Form S-8, Chevron Corporation ("Chevron" or the "Registrant") hereby incorporates by reference the contents of the previously filed Registration Statement on Form S-8 (Registration No. 333-190421 filed by the Registrant on August 7, 2013) and Registration Statement on Form S-8 (Registration No. 333-152846 filed by the Registrant on August 7, 2008) and hereby deems the contents of those Registration Statements to be a part of this Registration Statement, except as otherwise updated or modified herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Chevron with the Commission are incorporated by reference into this Registration Statement:

- (a) Chevron's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Commission on February 25, 2016;
- (b) Chevron's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2016, filed with the Commission on May 5, 2016, and for the quarter ended June 30, 2016, filed with the Commission on August 4, 2016;
- (c) Chevron's Current Reports on Form 8-K filed with the Commission on February 2, 2016, April 4, 2016, May 3, 2016, May 17, 2016 and June 1, 2016; and
- (d) Chevron's Restated Certificate of Incorporation, dated May 30, 2008, containing a description of Chevron's Common Stock, filed as Exhibit 3.1 to Chevron's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed with the Commission on August 7, 2008.

All reports or other documents subsequently filed by Chevron and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold hereunder, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents.

Any statement contained in a document incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed incorporated herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Restated Certificate of Incorporation of Chevron Corporation, dated May 30, 2008, filed as Exhibit 3.1 to Chevron's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 7, 2008, and incorporated herein by reference.
4.2	By-Laws of Chevron Corporation, as amended September 30, 2015, filed as Exhibit 3.2 to Chevron's Current Report on Form 8-K, filed September 30, 2015, and incorporated herein by reference.
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1 to 24.9	Powers of Attorney for Non-Employee Directors of Chevron Corporation.
99.1	Chevron Corporation Deferred Compensation Plan for Management Employees II, filed as Exhibit 10.5 to Chevron's Annual Report on Form 10-K for the year ended December 31, 2008, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Ramon, State of California, on August 4, 2016.

CHEVRON CORPORATION
(Registrant)

By: /s/ John S. Watson
John S. Watson
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on August 4, 2016 by the following persons in the capacities indicated.

PRINCIPAL EXECUTIVE OFFICERS (and DIRECTORS)

/s/ John S. Watson
John S. Watson
Chairman and Chief Executive Officer

PRINCIPAL FINANCIAL OFFICER

/s/ Patricia E. Yarrington
Patricia E. Yarrington
Vice President and Chief Financial Officer

PRINCIPAL ACCOUNTING OFFICER

/s/ Jeanette L. Ourada
Jeanette L. Ourada
Vice President and Comptroller

*ATTORNEY-IN-FACT

/s/ Mary A. Francis
Mary A. Francis
Corporate Secretary and Chief Governance Officer

DIRECTORS

/s/ Linnet F. Deily*
Linnet F. Deily

/s/ Robert E. Denham *
Robert E. Denham

/s/ Alice P. Gast*
Alice P. Gast

/s/ Enrique Hernandez, Jr.*
Enrique Hernandez, Jr.

/s/ Jon M. Huntsman, Jr.*
Jon M. Huntsman, Jr.

/s/ Charles W. Moorman, IV*
Charles W. Moorman, IV

/s/ John G. Stumpf*
John G. Stumpf

/s/ Ronald D. Sugar*
Ronald D. Sugar

/s/ Inge G. Thulin*
Inge G. Thulin

INDEX TO EXHIBITS

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* Filed herewith

PILLSBURY WINTHROP SHAW PITTMAN LLP

Four Embarcadero Center, 22nd Floor
San Francisco, California 94111

August 4, 2016

Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, California 94583-2324

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Chevron Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of Deferred Compensation Obligations of the Company in the principal amount of \$120,000,000 and up to 1,195,695 shares of the Company's common stock, par value \$0.75 per share (the "Shares"), issuable pursuant to the Company's Deferred Compensation Plan for Management Employees II (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that such Deferred Compensation Obligations, when established in accordance with the Plan, will be valid and binding obligations of the Company, enforceable against the Company in accordance with the terms of the Plan, except as enforceability (i) may be limited by bankruptcy, insolvency, reorganization or other similar laws affecting creditors' rights generally, and (ii) is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), and such Shares, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2016 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Chevron Corporation's Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ PRICEWATERHOUSECOOPERS LLP
San Francisco, California
August 4, 2016

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the United States Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 for the Chevron Corporation Deferred Compensation Plan For Management Employees II and a Registration Statement on Form S-8 for the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (and any and all amendments thereto, including post-effective amendments);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation;

NOW, THEREFORE, the undersigned hereby constitutes and appoints MARY A. FRANCIS, CHRISTOPHER A. BUTNER, CHRISTINE L. CAVALLO, and KARI H. ENDRIES, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 27th day of July, 2016.

/s/ Linnet F. Deily

Linnet F. Deily

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the United States Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 for the Chevron Corporation Deferred Compensation Plan For Management Employees II and a Registration Statement on Form S-8 for the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (and any and all amendments thereto, including post-effective amendments);

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 27th day of July, 2016.

/s/ Robert E. Denham

Robert E. Denham

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 27th day of July, 2016.

/s/ Alice P. Gast

Alice P. Gast

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 27th day of July, 2016.

/s/ Enrique Hernandez, Jr.

Enrique Hernandez, Jr.

POWER OF ATTORNEY

WHEREAS, Chevron Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the United States Securities and Exchange Commission in Washington, D.C., under the provisions of the Securities Exchange Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 for the Chevron Corporation Deferred Compensation Plan For Management Employees II and a Registration Statement on Form S-8 for the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (and any and all amendments thereto, including post-effective amendments);

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/s/ Jon M. Huntsman, Jr.

Jon M. Huntsman, Jr.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 27th day of July, 2016.

/s/ Charles W. Moorman, IV

Charles W. Moorman, IV

POWER OF ATTORNEY

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/s/ John G. Stumpf

John G. Stumpf

POWER OF ATTORNEY

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/s/ Ronald D. Sugar

Ronald D. Sugar

POWER OF ATTORNEY

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/s/ Inge G. Thulin

Inge G. Thulin