

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

CHEVRON CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware	94-0890210
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(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
575 Market Street San Francisco, California	94105
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(Address of Principal Executive Offices)	(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class To be so registered	Name of each exchange on which Each class is to be registered
Series A Participating Preferred Stock Purchase Rights	Chicago Stock Exchange New York Stock Exchange Pacific Exchange
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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [ X ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of class)

This Amendment No. 1 ("Amendment No. 1") hereby amends and restates the Registration Statement on Form 8-A (the "Registration Statement") filed by Chevron Corporation (the "Registrant") on November 25, 1998 relating to the rights distributed to the stockholders of the Registrant in connection with the Rights Agreement, dated as of November 23, 1998 (the "Rights Agreement"), by and between the Registrant and ChaseMellon Shareholder Services, L.L.C., as rights agent. The Rights Agreement was recently amended by Amendment No. 1 thereto, dated October 15, 2000. This amendment is reflected in this Amendment No. 1.

Item 1. Description of Registrant's Securities to be Registered.

On November 23, 1998, the Board of Directors declared a dividend distribution on each outstanding share of Common Stock of one Right to purchase Chevron's Series A Participating Preferred Stock. The dividend will be paid to stockholders of record at the close of business on December 3, 1998. No income was recognized by stockholders for tax purposes on payment of the dividend. The Rights are not now exercisable, and it is not known at this time whether they ever will be exercisable. No action can be taken by holders of Rights at this time. The Rights will expire on the earlier of (1) November 23, 2008, or (2) redemption or exchange of the Rights as described below.

In general, until the Rights are exercisable or are redeemed or exchanged or expire unexercised, each Right is associated with and cannot be separated from the underlying share of Common Stock on which the right was declared as a dividend. Accordingly, until the Rights are separate from the Common Stock, (1) each holder of outstanding shares of Common Stock is also the holder of an equal number of Rights, (2) any sale or other transfer of shares of Common Stock by a holder thereof also will cause a transfer of the associated Rights, (3) no income or loss will be recognized with respect to the sale of Rights incident to a sale of Common Stock, and (4) no certificates will be issued to evidence ownership of the Rights, but certificates for shares of Common Stock issued after the Record Date will refer to the associated Rights. Until a Right is exercised, it confers no rights as a stockholder, including, without limitation, the right to vote or to receive dividends.

The Rights will separate from the Common Stock if there is a "Distribution Date." A Distribution Date would occur upon the earliest to happen of (1) a public announcement that someone has become an "Acquiring Person," meaning that such person (including affiliated or associated persons or entities) has acquired, or obtained the right to acquire, beneficial ownership of 10 percent or more (unless such person is Texaco, Inc., in which case, 20 percent or more) of the outstanding shares of Common Stock, other than as a result of repurchases of stock by Chevron, or (2) 10 days (unless such date is extended by the Board of Directors) having elapsed following the commencement of (or a public announcement of an intention to make) a tender offer or exchange offer that would result in someone becoming an Acquiring Person. If a Distribution Date occurs, the Rights will become exercisable and separately tradable, and Chevron will issue certificates for the Rights as soon as possible.

The Preferred Stock purchasable upon exercise of the Rights will be nonredeemable and junior to any other series of preferred stock Chevron may issue (unless otherwise provided in the terms of such stock). Each share of Preferred Stock will have a preferential quarterly dividend in an amount equal to 1,000 times the dividend declared on each share of Common Stock, but in no event less than \$25. In the event of liquidation, the holders of shares of Preferred Stock will receive a preferred liquidation payment equal to the greater of \$1,000 or 1,000 times the payment made per each share of Common Stock.

Each share of Preferred Stock will have 1,000 votes, voting together with the shares of Common Stock. In the event of any merger, consolidation or other transaction in which shares of Common Stock are exchanged, each share of Preferred Stock will be entitled to receive 1,000 times the amount and type of consideration received per share of Common Stock. The rights of the Preferred Stock as to dividends, liquidation and voting, and in the event of mergers and consolidations, are protected by customary anti-dilution provisions.

The amount of Preferred Stock that the holder of a Right is entitled to receive upon exercise of a Right and the Purchase Price payable upon exercise of a Right are both subject to adjustment. Initially, the Purchase

Price is \$320 per Right. If no one has yet become an Acquiring Person, payment of the Purchase Price entitles the holder of a Right to receive only one one-thousandth of a share of Preferred Stock. If someone has become an Acquiring Person, however, payment of the Purchase Price entitles the holder to receive a number of one one-thousandth shares having a value, based on the then current market value of the Common Stock, equal to two times the Purchase Price. In addition, if someone has become an Acquiring Person, and thereafter Chevron is involved in a merger or other business combination transaction, a holder of a Right also will be able to acquire, upon payment of the Purchase Price, Common Stock of Chevron or its successor having a value, based on the market value of Chevron or its successor at the time of the transaction, equal to twice the value of the Purchase Price. Some limitations apply to the timing of exercise of the Rights, and any Rights belonging to an Acquiring Person are null and void.

The Board of Directors may redeem the Rights in whole, but not in part, at the Redemption Price of \$0.01 per Right, at any time before there is an Acquiring Person. After there is an Acquiring Person, the Rights may be redeemed only in very limited circumstances. However, the Board of Directors may in some cases also exchange all or part of the then outstanding and exercisable Rights (except for Rights that have become void) for shares of Common Stock at a rate of one share of Common Stock (or substitute consideration) per Right. Upon redemption or exchange, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price or the exchange consideration, as applicable.

A full description of the Rights is set forth in the Rights Agreement between Chevron and the Rights Agent, ChaseMellon Shareholder Services, L.L.C., as amended by Amendment No. 1 to Rights Agreement between Chevron and the Rights Agent. A copy of the Rights Agreement and Amendment No. 1 thereto is filed as an exhibit to this Registration Statement. THIS SUMMARY DESCRIPTION OF THE RIGHTS DOES NOT PURPORT TO BE COMPLETE AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE RIGHTS AGREEMENT AND AMENDMENT NO. 1 THERETO, WHICH ARE INCORPORATED HEREIN BY REFERENCE.

#### Item 2. Exhibits.

4.1 Rights Agreement, dated as of November 23, 1998, between the Registrant and ChaseMellon Shareholder Services, L.L.C, as rights agent, which includes as Exhibit B the form of Rights Certificate.  
(Incorporated by reference to Exhibit 4.1 of the Registration Statement.)

4.2 Amendment No. 1 to Rights Agreement, dated as of October 15, 2000, between the Registrant and ChaseMellon Shareholder Services, L.L.C., as rights agent.

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on December 7, 2000.

CHEVRON CORPORATION

By /S/ LYDIA I. BEEBE

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Lydia I. Beebe  
Corporate Secretary

INDEX TO EXHIBITS

- 4.1 Rights Agreement, dated as of November 23, 1998, between the Registrant and ChaseMellon Shareholder Services, L.L.C, as rights agent, which includes as Exhibit B the form of Rights Certificate. (Incorporated herein by reference to Exhibit 4.1 of the Registration Statement.)
- 4.2 Amendment No. 1 to Rights Agreement, dated as of October 15, 2000, between the Registrant and ChaseMellon Shareholder Services, L.L.C.

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

THIS AMENDMENT NO. 1 TO RIGHTS AGREEMENT (this "Amendment"), is dated as of October 15, 2000, between Chevron Corporation, a Delaware corporation (the "Company"), and ChaseMellon Shareholder Services, L.L.C., a New Jersey limited liability company (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to a Rights Agreement dated as of November 23, 1998 (the "Rights Agreement"); and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company and the Rights Agent desire to amend the Rights Agreement as set forth below;

NOW, THEREFORE, the Rights Agreement is hereby amended as follows:

1. Amendment of Section 1.  
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Section 1(a) of the Rights Agreement is amended by amending the definition of "Acquiring Person" by deleting the word "or" immediately preceding clause (iv) thereof and by adding the following new phrase immediately preceding the period at the end of clause (iv) thereof:

"; and (v) Texaco Inc., a Delaware corporation ("Texaco"), until such time as Texaco, together with all Affiliates and Associates of Texaco, shall be the Beneficial Owner of securities representing 20% or more of the shares of Common Stock then outstanding"

2. Effectiveness.  
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This Amendment shall be deemed effective as of October 15, 2000 as if executed by both parties hereto on such date. Except as amended hereby, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

3. Miscellaneous.  
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This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal, or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date set forth above.

CHEVRON CORPORATION

By: /S/ LYDIA I. BEEBE  
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Name: Lydia I. Beebe  
Title: Secretary

CHASEMELLON  
SHAREHOLDER SERVICES L.L.C.

By: /S/ ANDREW M. WILCOX  
Name: Andrew M. Wilcox  
Title: Regional Director