UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

☑ Filed by the Registrant ☐ Filed by a Party other than the Registrant

Check the appropriate box:	
☐	Preliminary Proxy Statement
☐	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☐	Definitive Proxy Statement
☑	Definitive Additional Materials
☐	Soliciting Material Pursuant to §.240.14a-12

CHEVRON CORPORATION

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
☑	No fee required.
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	(1) Amount Previously Paid:
	(2) Form, Schedule or Registration Statement No.:
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Chevron

human energy

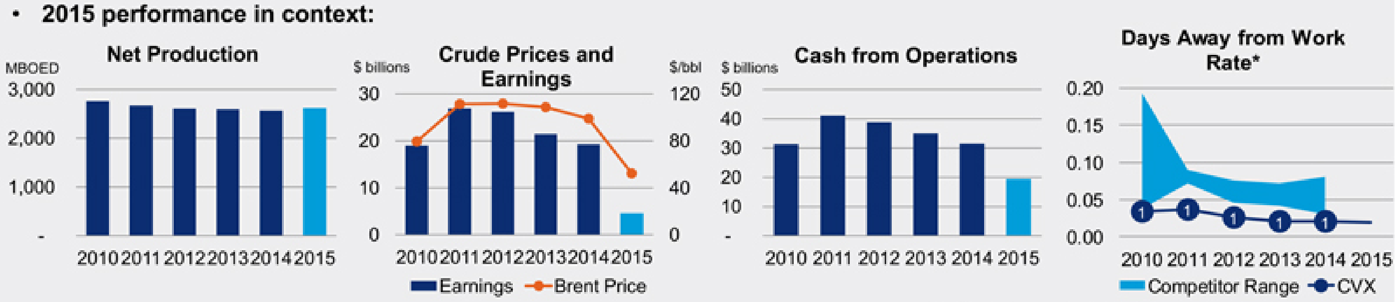
stockholder engagement: executive compensation program

This document supplements our proxy statement filed on April 7, 2016. With a challenging 2015 performance year, the Management Compensation Committee believes the additional disclosure will further clarify the link between management's and stockholders' interests.

We ask stockholders to vote FOR Item 3 on this year's proxy, approving on an advisory basis our named executive officer compensation.

Chevron business overview and performance update

- **Chevron's long-term business:**
  - Heavily influenced by the competitive and volatile oil & gas industry
  - Characterized by a need to replenish resources, often through investment in capital intensive and long development cycle projects with decades-long asset lives
  - Requires career employment model; ability to attract and retain employees is critical
- **2015 Business Overview:**
  - Sharp decline in commodity prices
  - Higher weighting than peers to both the Upstream business segment (versus Downstream) and to liquids production (versus natural gas)
  - Upstream earnings hit hard by low crude oil and natural gas prices at a time when several major capital projects were under construction; significant volume growth expected once these projects are fully online (2017-2018)
  - Downstream reported record earnings and achieved strong utilization rates across the refineries
- **2015 performance in context:**



* Per 200,000 hours worked. LTIP Performance Share Peer Group used for comparison. Reported earnings normalized to reflect inventory accounting differences for IFRS based reporting.

Compensation program aligns incentives with stockholder interests

Pay decisions and outcomes demonstrate strong link to performance

2015 Compensation Outcomes

Board and Management Compensation Committee (MCC) **decreased** 2015 CEO compensation to parallel stockholder experience

- Intended compensation **down year-over-year**
  - Chevron Incentive Plan payout **down year-over-year, reflecting rigorous MCC target-setting process**
  - Intended equity grant **level year-over-year** (accounting value increased due to valuation differences)
- Realizable pay **down versus target pay over last 3 years**
  - Option grants from last 5 years **all underwater**

TSR Performance Compared to Peers[1]

Performance Period	Chevron TSR	Peer Group TSR [2]	Chevron CEO Pay Alignment
1 year (2015)	(16.0%)	(14.7%)	Short-term incentive **down 21%** from prior year
3 years (2013-2015)	(2.3%)	(2.8%)	3-year performance share payout **down 19%** from target value
5 years (2011-2015)	3.3%	0.6%	5 years of option grants are **underwater**

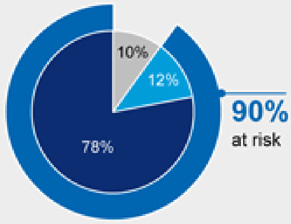
[1] *As of December 31, 2015*
[2] *Peer Group TSR refers to average TSR of LTIP Performance Share Peer Group (BP, ExxonMobil, Royal Dutch Shell and Total)*

Significant CEO and NEO compensation 'at risk'

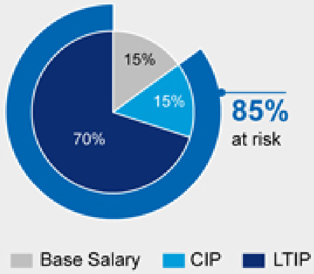
Substantial portion of pay directly aligned to stockholder value creation

	Reward element	Form	Purpose
Fixed	Base salary	Cash	Provide a fixed level of competitive base pay to help us attract and retain strong executive talent through a full career
At risk	Chevron Incentive Plan (CIP)	Cash	Reward NEOs for annual company, business unit and individual performance
	Long-Term Incentive Plan (LTIP)	• Stock options • Performance shares • Restricted stock units [1]	Reward creation of long-term stockholder value
Benefits	Retirement plans/savings plans	Lump sum or annuity savings plan	Provide retirement benefits designed to achieve a base level of replacement pay upon retirement

CEO compensation mix [2]



Other NEO compensation mix [2]



[1] *RSU grants were made in 2015 to 3 non-CEO NEOs; see slide 9 for details*

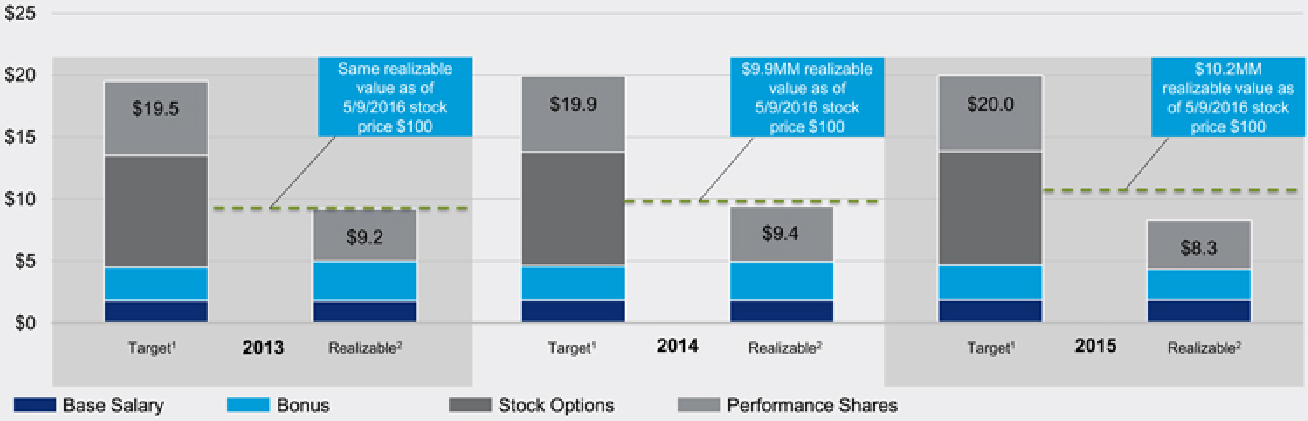
[2] *Pie charts exclude benefits*

Realizable pay demonstrates compensation aligns with performance

CEO's cumulative realizable pay over the past three years is 55 percent less than its original intended target value

Target and realizable values

Millions



(1) Target Value at Award Date reflects: (i) base salary at year end, (ii) target CIP award, and (iii) intended grant date value of LTIP awards (60 percent stock options and 40 percent performance shares).
(2) Realizable Value at 12/31/15 reflects: (i) paid base salary during the calendar year; (ii) the actual CIP award earned for that year, and (iii) the actual prevailing LTIP value at 12/31/15. For stock options: reflects that none of the past three awards is currently "in the money", with exercise prices of $116.45 (2013); $116.00 (2014) and $103.71 (2015) relative to Chevron's common stock price at 12/31/15 of $89.96. For (i) 2014 and 2015 performance shares: reflect 12/31/15 TSR rank versus the LTIP Performance Share Peer Group and associated performance modifier multiplied by Chevron's common stock price at 12/31/15 ($89.96) and (ii) for the 2013 performance shares: the amount earned and paid at 100 percent (median Peer Group ranking) using the 20-day average trailing price of Chevron common stock at 12/31/15 ($89.93).

Board decreased CEO compensation in 2015

Accounting value differences show increase in compensation

Compensation elements approved by Board

Year	Salary	Short-term Incentive	Long-term Incentive (target value)[1]	Total
2015	$1,855,479	$ 2,450,000	$15,322,000	$19,627,479
2014	$1,825,500	$ 3,100,000	$15,322,000	$20,247,500
Difference	$29,979	$ (650,000)	-	($620,021)
% Change	1.6%	(21.0%)	no change	(3.1%)

[1]Target value is disclosed in the Compensation Discussion & Analysis (CD&A) section of the proxy statement

Basis for Board decisions

- **Salary**: modest increase in recognition of strong 2014 performance
- **Short-term incentive**: reduced to recognize mixed 2015 performance
- **Long-term incentive**: remained same based on the independent consultant's input and competitive data primarily from the Oil Industry Peer Group adjusted for Company's size, scope and complexity; also considered CEO's demonstrated performance

Summary Compensation Table disclosure[2]

Year	Salary	Non-Equity Incentive Compensation	Option Awards + Stock Awards	Total
2015	$1,855,479	$ 2,450,000	$14,679,660	$18,985,139
2014	$1,825,500	$ 3,100,000	$13,402,740	$18,328,240
Difference	$29,979	$ (650,000)	$1,276,920	$656,899
% Change	1.6%	(21.0%)	9.5%	3.6%

Why is the disclosed equity value different?

- Accounting Standards Codification Topic 718 (ASC 718) requires Grant Date Fair Value reporting of equity grants using Monte Carlo simulation for TSR-based performance shares and Black Scholes option valuation - see footnote (2) and (3) to the Summary Compensation Table (page 52 of the 2016 proxy statement)
- Approved target value will always differ from disclosed accounting value

[2]Including other compensation and change in pension and non-qualified deferred compensation, total CEO compensation decreased by 15 percent from 2014

Executive compensation governance is driven by strong metrics-based oversight

Board of Directors Compensation Oversight Process

Management Compensation Committee (MCC)

Composed of Independent Directors

Oversight responsibility for compensation program

Independent Compensation Consultant (Retained by Management Compensation Committee)

Advise on CEO compensation package, based on market-data

Assist with peer group selection

Review and provide data on executive compensation levels, practices and market trends

Evaluation of corporate and individual performance

Metrics-based corporate performance measures:

- Financial
- Health, environment and safety
- Operating performance
- Milestones and commercial

Individual leadership performance

Total Shareholder Return relative to peer group companies

Set compensation levels

- Base salary
- Chevron Incentive Plan (CIP) awards
- Long-Term Incentive Plan (LTIP) awards

Rigorous Goal Setting & Performance Review

Beginning of year goal-setting

- Shareholder feedback presented to Board
- Board sets annual business plan at Chevron
- Robust measures, weighting and goals are established alongside business plan

Mid-year performance review on metrics

- Board/MCC reviews progress update on CIP measures
- Quantitative and qualitative updates delivered

Comprehensive year-end performance assessment

- Board/MCC systematically reviews and assesses company performance metrics
- Performance parameters analyzed formulaically
  - Absolute results to current year plan
  - Relative results to Oil Industry Peer Group
  - Performance trend over time
  - Individual performance

Chevron Incentive Plan is tied to value delivered to shareholders

CIP is designed to recognize annual performance achievements across more than 55,000 CIP-eligible Chevron employees

- The Management Compensation Committee determined a Corporate Performance Rating of **80%** for 2015 performance year, with a possible range of 0%-200%
- Significant non-financial achievements also include:
  - Industry leading safety results
  - Historic downstream facility utilization and reliability
  - Advanced many major capital projects and realized significant value from divestment

CIP Payout Calculator

Base salary ✖ **Award Target** ✖ **Corporate Performance Rating** ✖ **Individual Performance Factor**

Award Target & Benchmarking		Corporate Performance Rating Components & Metrics			Performance Assessment
Chevron Incentive Plan ("CIP")	Prior to each performance year, MCC sets the CIP Award Target as a multiple of base salary with reference to the median awards of Oil Industry Peer Group pay	**Financial**	40%	• Earnings/EPS • Return on Capital Employed • Total Shareholder Return (1, 3 and 5 year)	Performance is assessed against key performance measures on historical, absolute and relative performance to the Oil Industry Peer Group
		Health, Environment, and Safety	20%	• Process Safety • Personal Safety • Environmental Performance	
	Oil Industry Peer Group: Exxon Mobil, Royal Dutch Shell, BP, ConocoPhillips, Occidental Petroleum, Philips 66, Valero Energy, Marathon Petroleum, Anadarko Petroleum, Hess, Devon Energy, Tesoro, Marathon Oil	**Operating Performance**	25%	• Operating Expenses • Segment Earnings per Barrel • Production • Reserves • Asset Utilization Rates	Performance highlights include: • Significant actions in response to low commodity prices • 28th consecutive dividend increase • One of the best years in overall Operational Excellence performance
		Milestones and Commercial	15%	• Major Capital Projects • Commercial Transactions	

Long-term incentive plan (LTIP) aligns with stockholder interests

Targets vs. pay outcomes demonstrate strong link to performance

Term of LTIP awards

CEO 2013 PSU Target vs. Payout Value (2013-2015 performance period)

Payout = modifier 100% x 20-day trailing average price $89.93 x vested shares 47,000

Performance Shares (40% of target grant value)

- Realized value is significantly lower than the target due to lower payout price ($89.93) despite 2013 performance share grant paid out at 100% modifier

Stock Options (60% of target grant value)

- 5 years of option grants underwater as of 12/31/2015 (closing price of $89.96)

Stock options and performance shares as key compensation elements ensure CEO and NEOs are:

- Fully aligned with the economic interests of our stockholders, on medium and long term horizon;
- Significantly leveraged, from an ultimate compensation standpoint, to Chevron's common stock price performance; and
- Rewarded based on a balance between relative (performance shares) and absolute (stock options) pay-for-performance.

Restricted Stock Units

Granted on rare occasions to recognize performance or incentivize retention. The following NEOs received RSU grants in 2015 in recognition of their strong performance in 2014:

- James W. Johnson: Increased responsibility and seamless leadership transition in Upstream operations
- Michael K. Wirth: Industry-leading Downstream performance
- R. Hewitt Pate: Exceptional progress on major litigation matters