SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\Box	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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			all applicable) Director	10% Owner
()	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2017	- x	Officer (give title below) Executive Vice	Other (specify below)
94583	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed by One Rep Form filed by More that	porting Person
	NYON ROAD	(Middle) 01/25/2017 94583 4. If Amendment, Date of Original Filed (Month/Day/Year)	(Middle) 01/25/2017 UNYON ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 94583 6. Indiv X X	(Middle) 3. Date of Earliest Transaction (Month/Day/Year) A below) 01/25/2017 Executive Vice 94583 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filin Year Year Year 94583 Form filed by One Reperson

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of (5)			Securities	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)

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)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Non- Qualified Stock Option (Right to Buy)	\$117.24	01/25/2017		A		80,800		(1)	01/25/2027	Common Stock	80,800	\$0	80,800	D	
Restricted Stock Units	\$0 ⁽²⁾	01/25/2017		Α		10,560		(2)	(2)	Common Stock	10,560	\$0	10,560	D	

Explanation of Responses:

1. One-third of the shares subject to the option vest on January 31, 2018, January 31, 2019 and January 31, 2020, respectively.

2. Restricted stock units granted under the Chevron Corporation Long-Term Incentive Plan. Each restricted stock unit is the economic equivalent of one share of Chevron Corporation common stock. Restricted stock units accrue dividend equivalents in the form of additional restricted stock units and are payable in cash upon vesting on January 31, 2022.

<u>Christine L. Cavallo, Attorney-</u> in-Fact for James William 01/27/2017

Johnson

** 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.