

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

RUTHERFORD-MORAN OIL CORPORATION

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

783286-10-7

(CUSIP Number)

Lydia I. Beebe	Terry M. Kee
Chevron Corporation	Pillsbury Madison & Sutro
575 Market Street	P.O. Box 7880
San Francisco, CA 94105	San Francisco, CA 94120
(415) 894-7700	(415) 983-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 27, 1999

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of S. 240.13d-1(e), S. 240.13d-1(f) or S. 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See S. 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-1-

CUSIP No. 783286 10 7

1) Names of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Persons  
Chevron Corporation

2) Check the Appropriate Box if a Member of a Group  
(See Instructions)

(a)	[ ]
(b)	[X]

3) SEC Use Only

4) Source of Funds (See Instructions)

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5) Check if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e) [ ]

6) Citizenship or Place of Organization  
Delaware

7) Sole Voting Power  
19,223,201

Number of Shares  
Beneficially  
Owned by Each  
Reporting  
Person With

- 8) Shared Voting Power  
0
- 9) Sole Dispositive Power  
19,223,201
- 10) Shared Dispositive Power  
0
- 11) Aggregate Amount Beneficially Owned by Each  
Reporting Person  
19,223,201
- 12) Check if the Aggregate Amount in Row (11) Excludes  
Certain Shares (See Instructions) [ ]
- 13) Percent of Class Represented by Amount in Row (11)  
75.1%
- 14) Type of Reporting Person (See Instructions)  
CO

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- 1) Names of Reporting Persons  
S.S. or I.R.S. Identification Nos. of Above Persons  
  
Chevron Thailand Inc.
- 
- 2) Check the Appropriate Box if a Member of a Group  
(See Instructions)
- (a) [ ]  
(b) [X]
- 
- 3) SEC Use Only
- 
- 4) Source of Funds (See Instructions)  
  
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- 5) Check if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e) [ ]
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- 6) Citizenship or Place of Organization  
  
Delaware
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19,223,201
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75.1%
- 
- 14) Type of Reporting Person (See Instructions)  
CO
- 

Number of Shares  
Beneficially  
Owned by Each  
Reporting  
Person With

With respect to each contract, agreement or other document referred to herein and filed with the Securities and Exchange Commission as an exhibit to this report, reference is made to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by such reference.

ITEM 1. SECURITY AND ISSUER.

This Statement relates to the Common Stock, \$0.01 par value per share (the "Common Stock") of Rutherford-Moran Oil Corporation, a Delaware corporation (the "Issuer" or "Rutherford-Moran"), whose principal executive offices are located at 5 Greenway Plaza, Suite 220, Houston, Texas 77046.

ITEM 2. IDENTITY AND BACKGROUND.

(a, b, c and f) This Statement is being filed by Chevron Corporation, a Delaware corporation ("Reporting Person") and Chevron Thailand Inc., a Delaware Corporation ("Chevron Sub"). The principal office of the Reporting Person and Chevron Sub is 575 Market Street, San Francisco, CA 94105.

The principal business of the Reporting Person is to provide administrative, financial and management support for, and manage its investments in, United States and foreign subsidiaries and affiliates, which engage in fully integrated petroleum operations, chemical operations and coal mining. The Reporting Person operates in the United States and approximately 90 other countries. Chevron Sub is a wholly owned subsidiary of the Reporting Person, incorporated in Delaware on December 23, 1998 for the sole purpose of effecting the transactions contemplated by the Merger Agreement (as described in Item 4).

Schedules I and II which are attached hereto and incorporated herein in their entirety by reference, set forth the name, residence or business address, citizenship and certain employment information of each of the executive officers and directors of the Reporting Person and Chevron Sub.

(d) Neither the Reporting Person, nor Chevron Sub, nor to the best knowledge of either the Reporting Person or Chevron Sub, any entity or person with respect to which information is provided in response to this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither the Reporting Person, nor Chevron Sub, nor to the best knowledge of either the Reporting Person or Chevron Sub, any entity or person with respect to which information is provided in response to this Item has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Under both the Merger Agreement and the Option and Voting Agreement, the consideration is to be shares of common stock of the Reporting Person, as described in Item 4.

ITEM 4. PURPOSE OF TRANSACTION.

Agreement and Plan of Merger

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On December 23, 1998, the Reporting Person, Chevron Sub and Rutherford-Moran entered into an Agreement and Plan of Merger ("Merger Agreement") whereby Chevron Sub will be merged (the "Merger") with and into Rutherford-Moran in accordance with Delaware General Corporation Law, as amended from time to time ("Delaware Law"). Portions of the Merger Agreement were subject to approval of the Board of Directors of Chevron. Such approval was obtained on January 27, 1999. A copy of the Merger Agreement is filed as Exhibit 1 to this Schedule 13D and is incorporated herein by reference.

Option and Voting Agreement

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In connection with the Merger, certain stockholders of Rutherford-Moran (the "Principal Stockholders") entered into an Option and Voting Agreement ("Option and Voting Agreement") dated December 23, 1998 with the Reporting Person. Such holders own approximately 75.1% of the outstanding Common Stock of Rutherford-Moran.

Each Principal Stockholder has granted to the Reporting Person an option to purchase the shares of Rutherford-Moran Common Stock beneficially owned by such stockholder (the "Subject Shares") (each an "Option" and, collectively, the "Options") for approximately \$3.50 worth of common stock of the Reporting Person per share of Rutherford-Moran Common Stock. The exercise price of the Option for each Subject Share equals that number of fully paid and nonassessable shares of the Reporting Person common stock equal to the Option Exchange Ratio (as hereinafter defined) divided by the Average Closing Price (the "Option Per Share Consideration"). "Option Exchange Ratio" equals the result obtained by dividing a numerator equal to the sum of (a) \$91,000,000, (b) the amount of cash, if any, received by Rutherford-Moran in consideration of the issuance of its equity securities after December 23, 1998 and before the date on which the Reporting Person exercises the Options (the "Option Exercise Date"), (c) an amount equal to the value, if any, as agreed by Rutherford-Moran and the Reporting Person, of any non-cash consideration received by Rutherford-Moran in consideration of its equity securities after December 23, 1998 and before the Option Exercise Date, and (d) the cash consideration projected to be received by Rutherford-Moran in exchange for the expected issuance of equity securities pursuant to then existing contractual commitments and based on an exercise price equal to or less than the consideration to be received per share of Rutherford-Moran Common Stock pursuant to the Merger Agreement, by a denominator equal to the sum of (y) the number of shares of Rutherford-Moran Common Stock issued and outstanding on the Option Exercise Date and (z) the number of shares of Rutherford-Moran Common Stock issuable upon exercise of all outstanding warrants or options to acquire Rutherford-Moran Common Stock which have an exercise price equal to or less than the consideration to be received per share of Rutherford-Moran Common Stock pursuant to the Merger Agreement, assuming, for the purpose of this calculation only, that the Effective Time of the Merger is the same date as the Option Exercise Date. The Reporting Person may exercise the options with respect to all, but not less than all, of the Subject Shares. The Options remain exercisable until June 1, 1999. Chevron has recently been advised by counsel that such options are currently exercisable, as the acquisition of the shares would qualify for an exemption from the notification requirements under the Hart-Scott-Rodino Antitrust Improvement Act.

Further, each of the Principal Stockholders has agreed to vote their Subject Shares at any meeting of Rutherford-Moran's stockholders called to vote upon the Merger Agreement (or in any other circumstances upon which a vote, consent or other approval, including a written consent, with respect to the Merger Agreement is sought) (a) in favor of the approval and adoption of the Merger Agreement, and (b) against (1) any merger, consolidation, business combination, sale of substantially all assets, recapitalization, liquidation or similar transaction involving Rutherford-Moran, other than the transactions contemplated by the Merger Agreement (each an "Other Proposal"), and (2) any amendment of Rutherford-Moran's certificate of incorporation or by-laws or other proposal would in any manner impede, frustrate, prevent, delay or nullify the Merger Agreement or any of the other transactions contemplated by the Merger Agreement or change in any manner the voting rights of any class of capital stock of Rutherford-Moran. Upon the Reporting Person's or

Chevron Sub's request, each Principal Stockholder has agreed to irrevocably grant to and to appoint the Reporting Person and Chevron Sub, and each of them, and any person designated by either of them as permitted under applicable law, the stockholder's proxy and attorney-in-fact to vote the Subject Shares or grant a consent or approval in respect of the Subject Shares, in favor of or against, as the case may be, the matters described above and to execute and deliver an appropriate instrument irrevocably granting such proxy. The proxy so granted will terminate upon any termination of the Option and Voting Agreement in accordance with its terms.

Each Principal Stockholder has further agreed not to (a) transfer, sell, pledge, assign or otherwise dispose of (including by gift) any of the Subject Shares to any person except pursuant to the Option and Voting Agreement, or (b) enter into any voting arrangement in connection with any Other Proposal.

It is the intention of Reporting Person to cause the registration of the Common Stock of Rutherford- Moran to cease upon the acquisition of all the outstanding shares of capital stock of Rutherford-Moran by the Reporting Person pursuant to the Merger.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate number of shares of Common Stock of the Issuer deemed to be beneficially owned by the Reporting Person pursuant to the Option and Voting Agreement is 19,223,201 shares, which represents approximately 75.1% of the outstanding shares of Common Stock of the Issuer.

Chevron Sub does not own any shares of the Issuer directly, but may be deemed to share beneficial ownership of all the shares of Common Stock deemed owned by the Reporting Person by virtue of the grant of irrevocable proxies with respect to such shares of Common Stock under the Option and Voting Agreement described in Item 4.

(b) The Reporting Person and Chevron Sub have the right to direct the vote of the 19,223,201 shares of Common Stock with respect to the Merger, subject to the terms and conditions of the Merger Agreement and the Option and Voting Agreement.

(c) Not applicable.

(d) Except as described above, no other person is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such shares of Common Stock beneficially owned by the Reporting Person or Chevron Sub.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On December 23, 1998, the Reporting Person, Chevron Sub and Rutherford-Moran entered into an Agreement and Plan of Merger whereby Chevron Sub will be merged with and into Rutherford-Moran in accordance with Delaware Law. (See Item 4, which is incorporated herein by reference.)

On December 23, 1998 the Reporting Person also entered into the Option and Voting Agreement. (See Item 4).

Copies of the Merger Agreement and the Option and Voting Agreement are filed as Exhibits 1 and 2 to this Schedule 13D and are incorporated herein by reference to filings made by the Issuer.

At present, there are no other contracts, arrangements, understandings, or relationships with respect to securities of the Issuer involving the Reporting Person or Chevron Sub.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Merger Agreement (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K dated December 31, 1998).
2. Option and Voting Agreement (incorporated by reference to Exhibit 99.2 to the Issuer's Current Report on Form 8-K dated December 31, 1998).

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: February 1, 1999

CHEVRON CORPORATION

By /s/ Lydia I. Beebe

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Lydia I. Beebe,  
Vice President and Secretary

CHEVRON THAILAND INC.

By /s/ Hilman P. Walker

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Hilman P. Walker,  
Vice President and Secretary



SCHEDULE I

The following table sets for the name, residence or business address, citizenship, present principal occupation or employment, and the name, principal business and address of any corporation in which such employment is conducted, of each executive officer and director of Chevron Corporation ("Chevron").

Name	Citizenship	Employment Information		
		Occupation	Business Address	Business of Employer
K. T. Derr	U.S.	Chairman and Chief Executive Officer of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
J. N. Sullivan	U.S.	Vice Chairman of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
D. J. O'Reilly	U.S.	Vice Chairman of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
M. R. Klitten	U.S.	Vice President and Chief Financial Officer of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
D. W. Callahan	U.S.	Vice President of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
H. D. Hinman	U.S.	Vice President and General Counsel of Chevron	575 Market Street San Francisco, CA 94105	See Item 2
G. K. Carter	U.S.	Vice-President and Treasurer	575 Market Street San Francisco, CA 94105	See Item 2
A. M. Caccamo	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
L. E. Elkins Jr.	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
G. Matiuk	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
R. H. Matzke	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
D. L. Paul	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
P. J. Robertson	U.K.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
J. S. Watson	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
S. H. Armacost	U.S.	Chairman, SRI International	333 Ravenswood Avenue Menlo Park, CA 94025	Consulting

S. Ginn	U.S.	Chairman and C.E.O. of AirTouch Communications, Inc.	One California Street San Francisco, CA 94111	Wireless telecommunications
C. A. Hills	U.S.	Chairman and C.E.O. of Hills & Company International Consultants	1200 19th Street, N.W. #201 Washington, DC 20036	Consulting
J.B. Johnston	U.S.	Chief Executive Officer, Johnston & Associates	1455 Pennsylvania Ave. NW, Washington, DC 20004	Consulting
C. M. Pigott	U.S.	Chairman Emeritus of PACCAR Inc	P.O. Box 1518 Bellevue, WA 98009	Transportation equipment manufacture
C. Rice	U.S.	Provost and Vice President of Stanford University	Building 10, Stanford University Stanford, CA 94305	Higher education
F.A. Shrontz	U.S.	Retired as Chairman of the Board and CEO of the Boeing Company	7755 E. Marginal Way S. Seattle, WA 98108	Manufacture of aircraft
G. H. Weyerhaeuser	U.S.	Chairman of Weyerhaeuser Company	CH 5 Tacoma, WA 98477	Forest products
J. A. Young	U.S.	Vice-Chairman of Novell, Inc.	3200 Hillview Avenue Palo Alto, CA 94304	Software
C-L Tien	U.S.	NEC Distinguished Professor of Engineering, University of California	6101 Etcheverey Hall Berkeley, CA 94720	Education

SCHEDULE II

The following table sets forth the name, residence or business address, citizenship, present principal occupation or employment, and the name, principal business and address of any corporation in which such employment is conducted, of each executive officer and director of Chevron Thailand Inc.

Name	Citizenship	Employment Information		
		Occupation	Business Address	Business of Employer
R. H. Matzke	U.S.	President	575 Market Street San Francisco, CA 94105	See Item 2
H. P. Walker	U.S.	Vice President and Secretary	575 Market Street San Francisco, CA 94105	See Item 2
R. A. Lagasy	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
C. K. Potter	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2
E. B. Scott	U.S.	Vice President	575 Market Street San Francisco, CA 94105	See Item 2

EXHIBIT INDEX

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