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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT  
TO FORM S-3  
REGISTRATION STATEMENT**

*Under*  
**THE SECURITIES ACT OF 1933**

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**CHEVRON CORPORATION  
CHEVRON CAPITAL U.S.A. INC.**

(Exact name of registrant as specified in its charter)

Delaware  
Delaware

(State or other jurisdiction of incorporation or organization)

94-0890210  
94-2943052

(I.R.S. Employer Identification No.)

**CHEVRON CORPORATION  
CHEVRON CAPITAL U.S.A. INC.  
6001 Bollinger Canyon Road, San Ramon, CA 94583  
(925) 842-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Lydia I. Beebe, Corporate Secretary  
Chevron Corporation  
6001 Bollinger Canyon Road, San Ramon, CA 94583  
(925) 842-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Ruth Modisette, Esq.  
David M. Koeninger, Esq.  
Pillsbury Winthrop Shaw Pittman LLP  
50 Fremont Street  
San Francisco, California 94105**

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**TERMINATION OF REGISTRATION**

This Post-Effective Amendment relates to the Registration Statement on Form S-3, Registration No. 33-14307, filed on May 15, 1987, pertaining to (a) Guaranteed Debt Securities of Chevron Capital U.S.A. Inc. and (b) Guaranties by Chevron Corporation.

The undersigned Registrants hereby remove and withdraw from registration \$300 million in aggregate principal amount of debt securities and guaranties thereof, which constitute all securities registered pursuant to this Registration Statement that remain unissued.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, each of the Registrants has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Ramon, State of California, on March 8, 2007.

**CHEVRON CORPORATION**

By: /s/ Robert C. Gordan

Name: Robert C. Gordan

Title: Assistant Treasurer

**CHEVRON CAPITAL U.S.A. INC.**

By: /s/ Robert C. Gordan

Name: Robert C. Gordan

Title: Assistant Treasurer