

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20594

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Chevron Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

166751107

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1: and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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 the disclosures provided in a prior cover page.

The information required in 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 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Capital Guardian Trust Company
95-2553868

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
The persons making this filing are affiliated entities; (a)
however, they disclaim membership in a group for all
purposes other than making this joint filing. (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
589,050

6 SHARED VOTING POWER
NONE

7 SOLE DISPOSITIVE POWER
11,085,510

8 SHARED DISPOSITIVE POWER
NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,085,510 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.7%

12 TYPE OF REPORTING PERSON*
BK

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Capital International, Inc.
95-4154361

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
The persons making this filing are affiliated entities; (a)
however, they disclaim membership in a group for all (b)
purposes other than making this joint filing.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
8,750

6 SHARED VOTING POWER
NONE

7 SOLE DISPOSITIVE POWER
8,124,370

8 SHARED DISPOSITIVE POWER
NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,124,370 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.2%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Capital International Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
The persons making this filing are affiliated entities; (a)
however, they disclaim membership in a group for all (b)
purposes other than making this joint filing.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

22,000

6 SHARED VOTING POWER

NONE

7 SOLE DISPOSITIVE POWER

22,000

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,000 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 1

Item 1(a) Name of Issuer:
Chevron Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:
575 Market Street
San Francisco, CA 94105

Item 2(a) Name of Person(s) Filing:
Capital Guardian Trust Company, Capital International, Inc. and
Capital International Limited

Item 2(b) Address of Principal Business Office:
11100 Santa Monica Boulevard
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
166751107

Item 3 The person(s) filing is(are):

- (b) Bank as defined in Section 3(a)(6) of the Act.
- (e) Investment Adviser registered under Section 203 of
the Investment Advisers Act of 1940.

Item 4 Ownership

The persons making this filing are affiliated entities; however,
they disclaim membership in a group for all purposes other than
making this joint filing.

Capital Guardian Trust Company, a bank as defined in Section
3(a)(6) of the Act is deemed to be the beneficial owner of
11,085,510 shares or 1.7% of the 671,044,630 shares of Common
Stock believed to be outstanding as a result of its serving as
the investment manager of various institutional accounts.

Capital International, Inc., an investment adviser registered
under Section 203 of the Investment Advisers Act of 1940 is
deemed to be the beneficial owner of 8,124,370 shares or 1.2% of
the 671,044,630 shares of Common Stock believed to be outstanding
as a result of acting as investment adviser to various investment
companies and institutional accounts.

Capital International Limited is deemed to be the beneficial owner of 22,000 shares or 0.0% of the 671,044,630 shares of Common Stock believed to be outstanding as a result of its serving as the investment manager of various institutional accounts.

Shares reported by Capital Guardian Trust Company, includes 10,485,010 shares resulting from the assumed conversion of \$1,124,000 principal amount of the Pennzoil Corporation 4.90% Convertible Exchangeable Senior Debenture, due 2008.

Shares reported by Capital International, Inc., includes 8,115,620 shares resulting from the assumed conversion of \$870,000 principal amount of the Pennzoil Corporation 4.90% Convertible Exchangeable Senior Debenture, due 2008.

Item 5 Ownership of 5% or Less of a Class: [X]

Item 6 Ownership of More than 5% on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8 Identification and Classification of Members of the Group:

1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and a wholly owned subsidiary of The Capital Group Companies, Inc.
2. Capital International Research and Management, Inc. dba Capital International, Inc. is an Investment Adviser registered under Section 203 of the Investment Adviser Act of 1940 and is a wholly owned subsidiary of Capital Group International, Inc. which is a wholly owned subsidiary of The Capital Group Companies, Inc.
3. Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1-(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc. which is a wholly owned subsidiary of The Capital Group Companies, Inc.

Item 9 Notice of Dissolution of the Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 5, 1999 (For the period ended
December 31, 1998)

Signature: *David I. Fisher

Name/Title: David I. Fisher, Chairman
Capital Guardian Trust Company

Date: March 5, 1999 (For the period ended
December 31, 1998)

Signature: *David I. Fisher

Name/Title: David I. Fisher, Vice Chairman
Capital International, Inc.

Date: March 5, 1999 (For the period ended
December 31, 1998)

Signature: *David I. Fisher

Name/Title: David I. Fisher, Vice Chairman
Capital International Limited

*By

Michael J. Downer
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 29, 1999 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Guardian Trust Company on February 8, 1999 with respect to Acclaim Entertainment, Inc.

AGREEMENT

Los Angeles, CA
March 5, 1999

Capital Guardian Trust Company ("CGTC"), Capital International, Inc. ("CII"), Capital International Limited ("CIL") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of Common Stock issued by Chevron Corp.

CGTC, CII, CIL state that they are each entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

CGTC, CII, CIL are each responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but are not responsible for the completeness or accuracy of the information concerning the others.

CAPITAL GUARDIAN TRUST COMPANY

BY: *David I. Fisher

David I. Fisher, Chairman
Capital Guardian Trust Company

CAPITAL INTERNATIONAL, INC.

BY: *David I. Fisher

David I. Fisher, Vice Chairman
Capital International, Inc.

CAPITAL INTERNATIONAL LIMITED

BY: *David I. Fisher

David I. Fisher, Vice Chairman
Capital International Limited

*By

Michael J. Downer
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 29, 1999 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Guardian Trust Company on February 8, 1999 with respect to Acclaim Entertainment, Inc.