

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>WILLIAMSON CHARLES R</b>  (Last) (First) (Middle) <b>6001 BOLLINGER CANYON ROAD</b>  (Street) <b>SAN RAMON CA 94583</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CHEVRON CORP [ CVX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/10/2005</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2005		A		62,308	A	\$0 <sup>(1)</sup>	62,308	D	
Common Stock	08/10/2005		A		15,304	A	\$0 <sup>(2)</sup>	15,304	I	by Trust
Common Stock	08/10/2005		A		5,128	A	\$0 <sup>(3)</sup>	5,128	I	by 401k

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Non-Qualified Stock Option (Right to Buy)	\$30.6994	08/10/2005		A		8,550		08/10/2005	03/25/2006	Common Stock	8,550	\$0 <sup>(4)</sup>	8,550	D	
Non-Qualified Stock Option (Right to Buy)	\$36.313	08/10/2005		A		12,398		08/10/2005	03/24/2007	Common Stock	12,398	\$0 <sup>(5)</sup>	12,398	D	
Non-Qualified Stock Option (Right to Buy)	\$32.9799	08/10/2005		A		106,883		08/10/2005	12/04/2010	Common Stock	106,883	\$0 <sup>(6)</sup>	106,883	D	
Non-Qualified Stock Option (Right to Buy)	\$33.0782	08/10/2005		A		480,974		08/10/2005	07/27/2011	Common Stock	480,974	\$0 <sup>(7)</sup>	480,974	D	
Non-Qualified Stock Option (Right to Buy)	\$46.1298	08/10/2005		A		121,285		08/10/2005	02/08/2015	Common Stock	121,285	\$0 <sup>(8)</sup>	121,285	D	

Explanation of Responses:

- Received in exchange for 107,373 shares of Unocal Corporation common stock in connection with the merger of Unocal Corporation and a wholly-owned subsidiary of Chevron Corporation (the "Merger") pursuant to the Agreement and Plan of Merger dated as of April 4, 2005 among Unocal, Chevron and a wholly-owned subsidiary of Chevron, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of July 19, 2005 ("Merger Agreement"). On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- Received in exchange for 26,373 shares of Unocal Corporation common stock pursuant to the Merger Agreement. On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- Received in exchange for 8,838 shares of Unocal Corporation common stock pursuant to the Merger Agreement. On the effective date of the Merger, the closing price of Unocal Corporation's common stock was \$66.10 per share, and the closing price of Chevron Corporation's common stock was \$62.48 per share.
- Received in exchange for a non-qualified stock option to acquire 8,000 shares of Unocal Corporation common stock for \$32.8125 per share pursuant to the Merger Agreement.
- Received in exchange for a non-qualified stock option to acquire 11,600 shares of Unocal Corporation common stock for \$38.8125 per share pursuant to the Merger Agreement.
- Received in exchange for a non-qualified stock option to acquire 100,000 shares of Unocal Corporation common stock for \$35.25 per share pursuant to the Merger Agreement.
- Received in exchange for a non-qualified stock option to acquire 450,000 shares of Unocal Corporation common stock for \$35.355 per share pursuant to the Merger Agreement.

8. Received in exchange for a non-qualified stock option to acquire 113,475 shares of Unocal Corporation common stock for 49.305 per share pursuant to the Merger Agreement.

Christopher A. Butner on behalf  
of Charles R. Williamson 08/12/2005

\*\* 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.**

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of LYDIA I. BEEBE, CHRISTOPHER A. BUTNER, and PATRICIA L. TAI, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Chevron Corporation, a Delaware corporation (the "Corporation"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules thereunder;

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 10th day of August, 2005.

/s/ CHARLES R. WILLIAMSON  
Charles R. Williamson, Executive Vice President