

☐ 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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>NELSON MARK A</u> (Last) (First) (Middle) <u>6001 BOLLINGER CANYON ROAD</u> (Street) <u>SAN RAMON CA 94583</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHEVRON CORP [CVX]</u>	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) <u>Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$152.35	02/06/2024		A		36,800		(1)	02/06/2034	Common Stock	36,800	\$0	36,800	D	
Restricted Stock Units	\$0 ⁽²⁾	02/06/2024		A		9,180		(2)	(2)	Common Stock	9,180	\$0	9,180	D	
Restricted Stock Units ⁽³⁾	\$0 ⁽⁴⁾							(3)	(3)	Common Stock	5,335 ⁽³⁾		5,335 ⁽³⁾	D	

Explanation of Responses:

1. One-third of the shares subject to the option vest on February 10, 2025, February 10, 2026 and February 10, 2027, respectively.
2. Restricted stock units granted under the Chevron Corporation 2022 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. One-third of the shares subject to this award vest on February 10, 2025, February 10, 2026 and February 10, 2027, respectively, and will settle in shares of Chevron common stock on the date of vesting. Shares issued upon vesting are subject to a two-year post-vesting holding period, which is removed upon termination of employment.
3. The reporting person previously reported the grant of 7,700 restricted stock units in Table I of a Form 4 filed on January 27, 2023. The initial award provided that one-third of the restricted stock units would vest on each of January 31, 2024, January 31, 2025 and January 31, 2026. The vesting of one-third of the award, together with 100 additional restricted stock units accrued as dividend equivalents, was reported on a Form 4 filed on February 2, 2024. The remaining restricted stock units, including 201 dividend equivalents, are now being reported in Table II. Shares issued upon vesting are subject to a two-year post-vesting holding period, which is removed upon termination of employment.
4. Each restricted stock unit is the economic equivalent of one share of Chevron Corporation common stock.

/s/ Rose Z. Pierson, Attorney-in-Fact for Mark A. Nelson

02/08/2024

** 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.