FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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**OMB APPROVAL** OMB Number: Estimated average burden

0.5

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

1. Name and Address of Reporting Person* <u>SUGAR RONALD D</u>						2. Issuer Name and Ticker or Trading Symbol CHEVRON CORP [ CVX ]									ck all appl Direct	or	g Per	10% O	wner		
(Last)	NORTHROP GRUMMAN CORPORATION				3. Date of Earliest Transaction (Month/Day/Year) 03/05/2008										Office below	er (give title w)		Other ( below)	specify		
1840 CENTURY PARK EAST					4. If	If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) LOS ANGELES CA			90067													Form filed by One Reporting Person Form filed by More than One Reportir Person					
(City)	City) (State) (Zip)																				
		Tab	le I - Non-	-Deriva	ative	Sec	uritie	es A	cquired, [	Disp	osed	of, or B	enefi	cially	y Owne	d					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					ar) E	2A. Deemed Execution Date if any (Month/Day/Yea		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			4 and Securiti		ies For ially (D) Following (I)		Ownership rm: Direct or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	nt (A) or (D)		rice		ction(s)			(11150.4)			
		Т	able II - D (e						uired, Dis s, options						Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	ate, T	4. Transactio Code (Inst				6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	,	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				C	Code	v	(A)	(D)	Date Exercisable	Ex Da	opiration	Title	Amou or Numb of Share	per							
Phantom Stock <sup>(1)</sup>	\$0 <sup>(2)</sup>	03/05/2008			I		328		(1)		(1)	Common Stock	32	8	\$88.7557	3,877 <sup>(3)</sup>		D			

## **Explanation of Responses:**

- 1. The shares of phantom stock issued under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan become payable in cash or common stock, at the election of the reporting person, upon the reporting person's termination of service.
- 3. This number includes dividend equivalent accruals under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

Christopher A. Butner on 03/07/2008 behalf of Ronald D. Sugar

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.