As filed with the Securities and Exchange Commission on August 15, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO

FORM S-4

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CHEVRON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	2911	94-0890210
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

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)

Charles A. James, Esq.
Vice President and General Counsel
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:

Terry M. Kee, Esq.	**Daniel A. Neff, Esq.**
David R. Lamarre, Esq.	**David C. Karp, Esq.**
Pillsbury Winthrop Shaw Pittman LLP	**Wachtell, Lipton, Rosen & Katz**
50 Fremont Street	**51 West 52nd Street**
San Francisco, CA 94105	**New York, NY 10019**
(415) 983-1000	**(212) 403-1000**

Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after the effectiveness of this registration statement and the effective time of the merger of Unocal Corporation ("Unocal") with and into a wholly owned subsidiary of the registrant as described in the Agreement and Plan of Merger dated as of April 4, 2005 (the "Merger Agreement").

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. £

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. £

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒333-125283

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-125283) is filed solely to include Exhibits 8.3 and 8.4 as additional exhibits to the Registration Statement. In accordance with Section 462(d) of the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) *Exhibits.*

Exhibit	Description
2.1*	Agreement and Plan of Merger, dated as of April 4, 2005, among Chevron Corporation, Unocal Corporation, and Blue Merger Sub Inc., included as Annex A to the Proxy Statement/Prospectus forming a part of this Registration Statement and incorporated herein by reference.
2.2*	Chevron Corporation and Unocal Corporation Amendment No. 1 to Agreement and Plan of Merger, dated July 19, 2005, filed as Annex A to Exhibit 20.1 to Chevron's Current Report on Form 8-K dated July 25, 2005, and incorporated herein by reference.
3.1*	Restated Certificate of Incorporation of Chevron Corporation, dated May 9, 2005, filed as Exhibit 99.1 to Chevron Corporation's Current Report on Form 8-K dated May 10, 2005 and incorporated herein by reference.
3.2*	By-Laws of Chevron Corporation, as amended on June 29, 2005, filed as Exhibit 3.2 to Chevron's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference. Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of Chevron Corporation and its consolidated subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of Chevron Corporation and its subsidiaries on a consolidated basis. A copy of such instrument will be furnished to the Commission upon request.
5.1*	Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the validity of the securities being registered in this Registration Statement.
8.1*	Opinion of McDermott Will & Emery LLP regarding certain federal income tax consequences relating to the merger.
8.2*	Opinion of Wachtell, Rosen, Lipton & Katz regarding certain federal income tax consequences relating to the merger.
8.3†	Opinion of McDermott Will & Emery LLP dated August 10, 2005 as to certain tax matters.
8.4†	Opinion of Wachtell, Lipton, Rosen & Katz dated August 10, 2005 as to certain tax matters.
20.1*	Supplement dated July 22, 2005 to the Proxy Statement/Prospectus dated June 29, 2005, filed as Exhibit 20.1 to Chevron's Current Report on Form 8-K dated July 25, 2005, and incorporated herein by reference.
23.1*	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement).
23.2*	Consent of McDermott Will & Emery LLP (included in the opinion filed as Exhibit 8.1 to this Registration Statement).
23.3*	Consent of Wachtell, Rosen, Lipton & Katz (included in the opinion filed as Exhibit 8.2 to this Registration Statement).

Exhibit	Description
23.4*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of Chevron Corporation.
23.5*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of Unocal Corporation.
23.6*	Consent of Morgan Stanley & Co. Incorporated.
23.7†	Consent of McDermott Will & Emery LLP (included in the opinion filed as Exhibit 8.3 hereto).
23.8†	Consent of Wachtell, Lipton, Rosen & Katz (included in the opinion filed as Exhibit 8.4 hereto).
24.1-24.12*	Powers of Attorney for directors and certain officers of Chevron Corporation, authorizing the signing of this Post-Effective Amendment No. 1 to Registration Statement on their behalf.
99.1*	Form of Unocal Proxy Card.
99.2*	Form of Merger Consideration Election Form.
99.3*	Waiver Letter from Chevron Corporation, dated June 23, 2005.

† Filed herewith.

* Previously filed.

(b) *Financial Statement Schedules.*

None.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Ramon, State of California, on August 15, 2005.

CHEVRON CORPORATION

By: /s/ DAVID J. O'REILLY*
David J. O'Reilly
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 15th day of August, 2005.

Principal Executive Officers (and Directors)

/s/ DAVID J. O'REILLY*
David J. O'Reilly,
Chairman of the Board
and Chief Executive Officer

/s/ PETER J. ROBERTSON*
Peter J. Robertson,
Vice-Chairman of the Board

Principal Financial Officer

/s/ STEPHEN J. CROWE
Stephen J. Crowe,
Vice-President, Finance
and Chief Financial Officer

Principal Accounting Officer

/s/ MARK A. HUMPHREY
Mark A. Humphrey,
Vice President and Comptroller

Directors

/s/ SAMUEL H. ARMACOST*
Samuel H. Armacost

/s/ ROBERT E. DENHAM*
Robert E. Denham

/s/ ROBERT J. EATON*
Robert J. Eaton

/s/ SAM GINN*
Sam Ginn

/s/ CARLA A. HILLS*
Carla A. Hills

/s/ FRANKLYN G. JENIFER*
Franklyn G. Jenifer

/s/ SAM NUNN*
Sam Nunn

/s/ CHARLES R. SHOEMATE*
Charles R. Shoemate

/s/ RONALD D. SUGAR*
Ronald D. Sugar

/s/ CARL WARE*
Carl Ware

*By: /s/ CHRISTOPHER A. BUTNER
Christopher A. Butner,
Attorney-in-Fact

EXHIBIT INDEX

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2.1*	Agreement and Plan of Merger, dated as of April 4, 2005, among Chevron Corporation, Unocal Corporation, and Blue Merger Sub Inc., included as Annex A to the Proxy Statement/Prospectus forming a part of this Registration Statement and incorporated herein by reference.
2.2*	Chevron Corporation and Unocal Corporation Amendment No. 1 to Agreement and Plan of Merger, dated July 19, 2005, filed as Annex A to Exhibit 20.1 to Chevron's Current Report on Form 8-K dated July 25, 2005, and incorporated herein by reference.
3.1*	Restated Certificate of Incorporation of Chevron Corporation, dated May 9, 2005, filed as Exhibit 99.1 to Chevron Corporation's Current Report on Form 8-K dated May 10, 2005 and incorporated herein by reference.
3.2*	By-Laws of Chevron Corporation, as amended on June 29, 2005, filed as Exhibit 3.2 to Chevron's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference. Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of Chevron Corporation and its consolidated subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of Chevron Corporation and its subsidiaries on a consolidated basis. A copy of such instrument will be furnished to the Commission upon request.
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† Filed herewith.

* Previously filed.

[MCDERMOTT WILL & EMERY LLP LETTERHEAD]

Exhibit 8.3

August 10, 2005

Chevron Corporation
6001 Bollinger Canyon Road
San Ramon, CA 94583-2324

Ladies and Gentlemen:

We are acting as special tax counsel to Chevron Corporation, a Delaware corporation ("Parent"), in connection with the transaction (the "Merger") contemplated by the Agreement and Plan of Merger dated as of April 4, 2005, as amended by Amendment No. 1 to Agreement and Plan of Merger dated as of July 19, 2005 (together, the "Agreement"), among Parent, Unocal Corporation, a Delaware corporation ("Company"), and Blue Merger Sub Inc., a Delaware corporation and directly-owned subsidiary of Parent. We are rendering herein the opinion required by Section 8.2(b) of the Agreement concerning certain United States federal income tax consequences of the Merger. Capitalized terms used but not defined herein have the meanings ascribed to them in the Agreement.

In rendering our opinion, we have examined the Agreement, the Form S-4, including the Company Proxy Statement, the officer's certificates of Parent and Company, both dated August 10, 2005, which have been delivered to us for purposes of this opinion (the "Officer's Certificates"), and such other documents and corporate records as we have deemed necessary or appropriate for purposes of this opinion. In addition, we have assumed with your consent that (i) the Merger will be consummated in accordance with the provisions of the Agreement and in the manner contemplated in the Form S-4, and none of the terms or conditions contained therein have been or will be modified or waived in any respect relevant to this opinion, (ii) the statements concerning the Merger set forth in the Form S-4 and the other documents referred to herein are and, as of the Effective Time, will be, true, accurate, and complete, (iii) the representations and other statements set forth in each of the Officer's Certificates are and, as of the Effective Time, will be, true, accurate, and complete, (iv) any representation or other statement in the Officer's Certificates or the other documents referred to herein made "to the best knowledge of" or similarly qualified is and, at the Effective Time, will be, in each case, true, accurate, and complete without such qualification, (v) no actions have been, or will be, taken that are inconsistent with any representation or other statement contained in the Officer's Certificates, and (vi) the Merger will qualify as a statutory merger under the DGCL. Other than obtaining the representations set forth in the Officer's Certificates, we have not independently verified any factual matters in connection with, or apart from, our preparation of this opinion. Accordingly, our opinion does not take into account any matters not set forth herein that might have been disclosed by independent verification. In the course of preparing our opinion, nothing has come

to our attention that would lead us to believe that any fact, representation or other information on which we have relied in rendering our opinion is incorrect.

Based on the foregoing, and subject to the assumptions, exceptions, limitations, and qualifications set forth herein, it is our opinion that the Merger will qualify for federal income tax purposes as a reorganization described in Section 368(a) of the Internal Revenue Code of 1986, as amended.

This opinion expresses our views only as to U.S. federal income tax laws in effect as of the date hereof. It represents our best legal judgment as to the matters addressed herein, but is not binding on the Internal Revenue Service or the courts. Accordingly, no assurance can be given that this opinion, if contested, would be sustained by a court. Furthermore, the authorities on which we rely are subject to change, either prospectively or retroactively, and any such change, or any variation or difference in the facts from those on which we rely and assume as correct, as set forth above, might affect the conclusions stated herein. Nevertheless, by rendering this opinion, we undertake no responsibility to advise you of any changes or new developments in U.S. federal income tax laws or the application or interpretation thereof.

This opinion is being provided to you solely in connection with the Merger and may not be relied on by any other person or for any other purpose without our prior written consent. We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to Post-Effective Amendment No. 1 to the Form S-4, and to the references therein to us. In giving this consent, we do not concede that we are experts within the meaning of the Securities Act of 1933, as amended, or the rules and regulations thereunder, or that this consent is required by Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/S/ MCDERMOTT WILL & EMERY LLP

McDermott Will & Emery LLP

[WACHTELL, LIPTON, ROSEN & KATZ LETTERHEAD]

Exhibit 8.4

August 10, 2005

Unocal Corporation
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Ladies and Gentlemen:

We have acted as special counsel for Unocal Corporation, a Delaware corporation (the "Company"), in connection with the proposed merger (the "Merger") of the Company with and into Blue Merger Sub Inc., a Delaware corporation ("Merger Sub"), that is, and at the Effective Time will be, a wholly owned subsidiary of Chevron Corporation, a Delaware corporation ("Parent"), pursuant to the Agreement and Plan of Merger dated as of April 4, 2005, by and among the Company, Parent and Merger Sub, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of July 19, 2005 (the "Agreement"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement. At your request, we are rendering our opinion, pursuant to Section 8.3(b) of the Agreement, concerning certain United States federal income tax matters.

In providing our opinion, we have examined the Agreement, the Form S-4, including the Company Proxy Statement forming a part thereof, and such other documents as we have deemed necessary or appropriate for purposes of our opinion. In addition, we have assumed that (i) the transaction will be consummated in accordance with the provisions of the Agreement and as described in the Form S-4 (and no transaction or condition described therein and affecting this opinion will be waived by any party), (ii) the statements concerning the transaction and the parties thereto set forth in the Agreement are true, complete and correct, and

the Form S-4 is true, complete and correct, (iii) the statements and representations made by the Company, Parent and Merger Sub in their respective officer's certificates dated the date hereof and delivered to us for purposes of this opinion (the "Officer's Certificates") are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, (iv) any statements and representations made in the Officer's Certificates "to the knowledge of" any person or similarly qualified are and will be true, complete and correct without such qualification, (v) the Merger will qualify as a statutory merger under the DGCL, and (vi) the Company, Parent and Merger Sub and their respective subsidiaries will treat the Merger for United States federal income tax purposes in a manner consistent with the opinion set forth below. If any of the above described assumptions are untrue for any reason or if the transaction is consummated in a manner that is different from the manner described in the Agreement or the Form S-4, our opinion as expressed below may be adversely affected.

Based upon and subject to the foregoing, we are of the opinion that, under currently applicable United States federal income tax law, the Merger will be treated for federal income tax purposes as a reorganization qualifying under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Our opinion is based on current provisions of the Code, Treasury Regulations promulgated thereunder, published pronouncements of the Internal Revenue Service and case law, any of which may be changed at any time with retroactive effect. Any change in applicable laws or the facts and circumstances surrounding the transaction, or any inaccuracy in the statements, facts, assumptions or representations upon which we have relied, may affect the continuing validity of our opinion as set forth herein. We assume no responsibility to inform the Company of any such change or inaccuracy that may occur or come to our attention.

We are furnishing this opinion solely to you in connection with the Merger and this opinion is not to be relied upon for any other purpose or by any other person without our prior written consent. We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to Post-Effective Amendment No.1 to the S-4, and to the references therein to us. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ WACHTELL, ROSEN, LIPTON & KATZ