SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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11. Nature

of Indirect

1. Name and Addres <u>Pate R. Hewit</u>	s of Reporting Person <u>t</u>	*	2. Issuer Name and Ticker or Trading Symbol <u>CHEVRON CORP</u> [CVX]	(Check	tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Official clicks title	
(Last) (First) (Middle) 6001 BOLLINGER CANYON ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2016	X	Officer (give title below) VP and General Co	Other (specify below) ounsel
(Street) SAN RAMON (City)	CA (State)	94583 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than O Person	ing Person

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/06/2016		М		8,074	A	(1)	8,074	D	
Common Stock	12/06/2016		D		8,074	D	\$112.76	0	D	
Common Stock								3,374	I	by 401(k) plan
Common Stock								16,068	I	By Pate Family Trust
Common Stock								3,000 ⁽²⁾	I	by GRAT
Common Stock								3,000 ⁽²⁾	I	by Spouse GRAT

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)				

(Instr. 3)	OF Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)		Derivative Security (Instr. 3 and 4)		(Instr. 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Phantom Stock Units	\$0 ⁽¹⁾	12/06/2016		М			8,074 ⁽³⁾	(1)	(1)	Common Stock	8,074 ⁽³⁾	(1)	10,765 ⁽⁴⁾	D		

Explanation of Responses:

1. Title of Derivative

1. Each phantom stock unit is the economic equivalent of one share of Chevron Corporation common stock. The phantom stock units are payable in cash upon vesting. On December 6, 2016, thirty percent of the reporting person's original grant (plus the accrued dividend equivalents) vested and were settled in cash. The remaining forty percent of the original grant (plus accrued dividend equivalents) will vest on December 6, 2018.

2. This number includes 1,100 shares previously reported as indirectly owned by the Pate Revocable Family Trust that were later contributed to a grantor retained annuity trust.

- 3. This number includes dividend equivalent accruals that vested on December 6. 2016 (1.324 shares).
- 4. This number includes dividend equivalent accruals (1,765 shares)

Christine L. Cavallo, Attorney-12/08/2016 in Fact for R. Hewitt Pate

** 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.

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