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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>Humphrey Mark A</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol CHEVRON CORP [CVX] | | | | | | | | | k all applic | or | | 10% Ow | ner |
|---|---|--|--|---------|-------------------------------|--|---|------|---|-----------------------------------|----------------------|---|--------------------------------|-------|---|---|-----|--|---|
| (Last) (First) (Middle) 6001 BOLLINGER CANYON ROAD | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/25/2009 | | | | | | | | | below) | Officer (give title below) Vice Pres. and Cor | | Other (s below) mptroller | респу |
| (Street) SAN RAMON CA 94583 (City) (State) (Zip) | | | | | 4. 1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | tividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | | ole I - Noi | n-Deriv | vativ | e Se | curities | s Ac | auired | Dis | nosed o | of, or Be | nefic | ially | Owned | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | saction | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Trans Code | 3. Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | 5. Amou Securitie Beneficia Owned F | nt of es ally following | | | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | | Code | v | Amount | (A) or (D) Pri | | ice | Reported Transact (Instr. 3 | ion(s) | | 1 | Instr. 4) |
| Common Stock 03/25 | | | | | | 9 | | | A | | 1,100 | ,100 ⁽¹⁾ A | | 69.7 | 1,100(1) | | D | | |
| Common Stock | | | | | | | | | | | | | 24, | | 548 ⁽²⁾ | | I 4 | oy 401(k) olan | |
| | | - | Table II - | | | | | | | | osed of, converti | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Day | Date, | 4. Transa Code (l 8) | | of | | 6. Date Exercisa Expiration Date (Month/Day/Yea | | • | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 3. Price of Derivative Security Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | lly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisa | | Expiration Date | Title | Amo or Num of Shar | ber | | | | | |
| Non- Qualified Stock Option (Right to | \$69.7 | 03/25/2009 | | | A | | 45,000 | | (3) | (| 03/25/2019 | Commor Stock | 45,0 | 000 | \$0 | 45,000 |) | D | |

Explanation of Responses:

- 1. This number represents stock units to be paid in shares of Chevron Common Stock (one share for each stock unit) within 60 days following November 1, 2010. The stock units earn dividend equivalents in the form of additional stock units based on the closing stock price of Chevron Common Stock on the dividend payment date.
- 2. Between May 9, 2008 and March 25, 2009, the reporting person acquired 988 shares of Chevron Common Stock under the Chevron Employee Savings Investment Plan, a 401(k) plan.
- 3. One-third of the shares subject to the option vest on each of the first, second and third anniversaries of the date of grant.

Christopher A. Butner on behalf of Mark A. Humphrey

03/27/2009

** 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.