

O REILLY DAVID J
 Form 4
 May 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 O REILLY DAVID J

(Last) (First) (Middle)
 6001 BOLLINGER CANYON ROAD
 (Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CHEVRON CORP [CVX]

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/07/2008		M		400,000 (1)	A	\$ 43.125 400,000 D
Common Stock	05/07/2008		S		300	D	\$ 95.33 399,700 D
Common Stock	05/07/2008		S		300	D	\$ 95.34 399,400 D
Common Stock	05/07/2008		S		100	D	\$ 95.35 399,300 D
Common Stock	05/07/2008		S		300	D	\$ 95.36 399,000 D

Edgar Filing: O REILLY DAVID J - Form 4

Common Stock	05/07/2008	S	100	D	\$ 95.38	398,900	D
Common Stock	05/07/2008	S	300	D	\$ 95.39	398,600	D
Common Stock	05/07/2008	S	100	D	\$ 95.45	398,500	D
Common Stock	05/07/2008	S	100	D	\$ 95.46	398,400	D
Common Stock	05/07/2008	S	300	D	\$ 95.47	398,100	D
Common Stock	05/07/2008	S	600	D	\$ 95.48	397,500	D
Common Stock	05/07/2008	S	500	D	\$ 95.49	397,000	D
Common Stock	05/07/2008	S	33	D	\$ 95.5	396,967	D
Common Stock	05/07/2008	S	500	D	\$ 95.51	396,467	D
Common Stock	05/07/2008	S	3,000	D	\$ 95.52	393,467	D
Common Stock	05/07/2008	S	100	D	\$ 95.525	393,367	D
Common Stock	05/07/2008	S	1,700	D	\$ 95.53	391,667	D
Common Stock	05/07/2008	S	300	D	\$ 95.535	391,367	D
Common Stock	05/07/2008	S	2,100	D	\$ 95.54	389,267	D
Common Stock	05/07/2008	S	500	D	\$ 95.55	388,767	D
Common Stock	05/07/2008	S	400	D	\$ 95.56	388,367	D
Common Stock	05/07/2008	S	300	D	\$ 95.57	388,067	D
Common Stock	05/07/2008	S	9,350	D	\$ 95.58	378,717	D
Common Stock	05/07/2008	S	1,400	D	\$ 95.585	377,317	D
Common Stock	05/07/2008	S	900	D	\$ 95.5875	376,417	D
	05/07/2008	S	200	D	\$ 95.588	376,217	D

Common
Stock

Common Stock 05/07/2008 S 14,421 D \$ 95.59 361,796 D

Common Stock 05/07/2008 S 1,400 D \$ 95.595 360,396 D

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

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 control number. SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (Right to Buy)	\$ 43.125 (2)	05/07/2008		M	400,000 (2)	(3) 06/26/2012	Common Stock	40	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O REILLY DAVID J
6001 BOLLINGER CANYON ROAD
SAN RAMON, CA 94583

X

Chairman of the Board and CEO

Signatures

Christopher A. Butner on behalf of David J. O'Reilly

05/08/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The Form 4 is one of six being filed to report transactions occurring on May 7, 2008.

Edgar Filing: O REILLY DAVID J - Form 4

- (2) The option exercise price and number of shares are adjusted for the September 10, 2004, 2-for-1 stock split of Chevron Corporation common stock.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.