CHEVRON CORP Form 4

September 05, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * SUGAR RONALD D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CHEVRON CORP [CVX] 3. Date of Earliest Transaction

(Check all applicable)

NORTHROP GRUMMAN

(First)

(Month/Day/Year) 09/03/2008

X_ Director 10% Owner Officer (give title Other (specify

CORPORATION, 1840 CENTURY PARK EAST

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

(Middle)

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90067

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following

Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price (Month/Day/Year) Execution Date, if Transaction of **Expiration Date** Underlying Securities Derivati Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Yea	any (Month/Day/Year)	Code (Instr. 8)	Secur Acqu (A) of Disp of (I	rities nired or osed O) r. 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0 (2)	09/03/2008		I	345		<u>(1)</u>	<u>(1)</u>	Common Stock	345	\$ 84.219

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SUGAR RONALD D

NORTHROP GRUMMAN CORPORATION 1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Signatures

Christopher A. Butner on behalf of Ronald D.
Sugar
09/05/2008

**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 shares of phantom stock issued under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan become payable in common stock upon the reporting person's termination of service.
- (2) 1-for-1
- (3) This number includes dividend equivalent accruals (26) under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

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.

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