

CHEVRON CORP
Form 4
August 30, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
SHARER KEVIN W

(Last) (First) (Middle)
ONE AMGEN CENTER DRIVE
(Street)
THOUSAND OAKS, CA 91320
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2011

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Derivative Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock ⁽¹⁾	<u>(2)</u>								Common Stock	299	\$ 96.832
			I		299		<u>(1)</u>	<u>(1)</u>			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARER KEVIN W ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320			X	

Signatures

Christopher A. Butner on behalf of Kevin W.
 Sharer 08/30/2011
**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 (46) 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. t-family:Times New Roman" SIZE="1">**Vice President, Secretary and Director**

Supermarkets Oil Company, Inc.

By: /s/ CHRISTOPHER MCGARRY
 Name: Christopher McGarry
 Title: Vice President, Secretary and Director

The Old Wine Emporium of Westport, Inc.

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By: /s/ CHRISTOPHER MCGARRY
Name: **Christopher McGarry**
Title: **Secretary and Director**

25

Table of Contents

The South Dakota Great Atlantic & Pacific Tea Company, Inc.

By: /s/ CHRISTOPHER MCGARRY
Name: **Christopher McGarry**
Title: **Vice President, Secretary and Director**

Tradewell Foods of Conn., Inc.

By: /s/ CHRISTOPHER MCGARRY
Name: **Christopher McGarry**
Title: **Vice President, Secretary and Director**

Upper Darby Stuart, LLC

By: /s/ CHRISTOPHER MCGARRY
Name: **Christopher McGarry**
Title: **President, Treasurer and Director**

Waldbaum, Inc.

By: /s/ CHRISTOPHER MCGARRY
Name: **Christopher McGarry**
Title: **Vice President, Secretary and Director**

Attest: /s/ JOAN ROENSCH
Name: **Joan Roensch**

Table of Contents

INDEX TO EXHIBITS

T3A-1	Articles of Amendment and Restatement to Amended and Restated Articles of Incorporation of The Great Atlantic & Pacific Tea Company, Inc. (incorporated herein by reference to Exhibit 3.1 to Form 8-K filed on November 8, 2007)
T3A-2*	Certificate of Incorporation of 2008 Broadway, Inc., as amended
T3A-3*	Certificate of Incorporation of AAL Realty Corporation
T3A-4*	Certificate of Incorporation of Adbrett Corporation
T3A-5*	Certificate of Incorporation of Amsterdam Trucking Corporation , as amended
T3A-6*	Certificate of Incorporation of APW Supermarket Corporation, as amended
T3A-7*	Certificate of Incorporation of APW Supermarkets, Inc.
T3A-8*	Restated Certificate of Incorporation of Bergen Street Pathmark, Inc.
T3A-9*	Articles of Incorporation of Best Cellars DC Inc.
T3A-10*	Restated Certificate of Incorporation of Best Cellars Inc., as amended
T3A-11*	Certificate of Incorporation of Best Cellars Licensing Corp.
T3A-12*	Articles of Organization of Best Cellars Massachusetts, Inc.
T3A-13*	Certificate of Incorporation of Best Cellars Va Inc., as amended
T3A-14*	Certificate of Incorporation of Bev, Ltd.
T3A-15*	Certificate of Incorporation of Borman s, Inc., as amended
T3A-16*	Certificate of Incorporation of Bridge Stuart, Inc.
T3A-17*	Certificate of Incorporation of Clay-Park Realty Co., Inc., as amended
T3A-18*	Certificate of Incorporation of Compass Foods, Inc.
T3A-19*	Certificate of Formation of East Brunswick Stuart LLC, as amended
T3A-20*	Articles of Incorporation of Farmer Jack s Of Ohio, Inc.
T3A-21*	Certificate of Incorporation of Food Basics, Inc.
T3A-22*	Certificate of Incorporation of Gramatan Foodtown Corp.
T3A-23*	Articles of Incorporation of Grape Finds Licensing Corp.
T3A-24*	Certificate of Incorporation of Greenlawn Land Development Corp.
T3A-25*	Certificate of Formation of Hopelawn Property I, Inc.
T3A-26*	Articles of Incorporation of Kohl s Food Stores, Inc., as amended
T3A-27*	Certificate of Incorporation of Kwik Save Inc.
T3A-28*	Certificate of Formation of Lancaster Pike Stuart, LLC, as amended

Table of Contents

T3A-29*	Certificate of Incorporation of LBRO Realty, Inc.
T3A-30*	Certificate of Incorporation of Lo-Lo Discount Stores, Inc., as amended
T3A-31*	Certificate of Formation of MacDade Boulevard Stuart, LLC, as amended
T3A-32*	Certificate of Incorporation of Mclean Avenue Plaza Corp., as amended
T3A-33*	Articles of Organization of Milik Service Company, LLC
T3A-34*	Certificate of Incorporation of Montvale Holdings, Inc.
T3A-35*	Certificate of Incorporation of North Jersey Properties, Inc. VI
T3A-36*	Certificate of Incorporation of Onpoint, Inc., as amended
T3A-37*	Amended and Restated Certificate of Incorporation of Pathmark Stores, Inc., as amended
T3A-38*	Certificate of Formation of Plainbridge, LLC, as amended
T3A-39*	Certificate of Incorporation of S E G Stores, Inc., as amended
T3A-40*	Restated Certificate of Incorporation of Shopwell, Inc., as amended
T3A-41*	Certificate of Incorporation of Spring Lane Produce Corp.
T3A-42*	Certificate of Incorporation of Super Fresh Food Markets, Inc., as amended
T3A-43*	Certificate of Incorporation of Super Fresh/Sav-A-Center, Inc., as amended
T3A-44*	Articles of Incorporation of Super Market Service Corp.
T3A-45*	Certificate of Incorporation of Super Plus Food Warehouse, Inc.
T3A-46*	Certificate of Incorporation of Supermarkets Oil Company, Inc.
T3A-47*	Certificate of Incorporation of The Old Wine Emporium of Westport, Inc., as amended
T3A-48*	Articles of Incorporation of The South Dakota Great Atlantic & Pacific Tea Company, Inc.
T3A-49*	Certificate of Incorporation of Tradewell Foods of Conn., Inc.
T3A-50*	Certificate of Formation of Upper Darby Stuart, LLC
T3A-51*	Restated Certificate of Incorporation of Waldbaum, Inc., as amended
T3B-1.1	By-Laws of The Great Atlantic & Pacific Tea Company, Inc., as amended and restated (incorporated herein by reference to Exhibit 3.1 to Form 8-K filed on August 5, 2009).
T3B-1.2	Articles Supplementary of 8% Cumulative Convertible Preferred Stock Series A-T, A-Y, B-T and B-Y of The Great Atlantic & Pacific Tea Company, Inc. (incorporated herein by reference to Exhibit 4.1 to Form 8-K filed on August 5, 2009).
T3B-2*	By-laws of 2008 Broadway, Inc.
T3B-3*	By-laws of AAL Realty Corporation
T3B-4*	By-laws of Adbrett Corporation
T3B-5*	By-laws of Amsterdam Trucking Corporation

Table of Contents

T3B-6* By-laws of APW Supermarket Corporation

T3B-7* By-laws of APW Supermarkets, Inc.

T3B-8* By-laws of Bergen Street Pathmark, Inc.

T3B-9* Amended and Restated By-laws of Best Cellars DC Inc.

T3B-10* By-laws of Best Cellars Inc.

T3B-11* Amended and Restated By-laws of Best Cellars Licensing Corp.

T3B-12* Amended and Restated By-laws of Best Cellars Massachusetts, Inc.

T3B-13* Amended and Restated By-laws of Best Cellars Va Inc.

T3B-14* Amended and Restated By-laws of Bev, Ltd.

T3B-15* By-laws of Borman s, Inc.

T3B-16* By-laws of Bridge Stuart, Inc.

T3B-17* By-laws of Clay-Park Realty Co., Inc.

T3B-18* By Laws of Compass Foods, Inc., as amended and restated

T3B-19* Operating Agreement of East Brunswick Stuart LLC

T3B-20* By-laws of Food Basics, Inc.

T3B-21* By-laws of Gramatan Foodtown Corp.

T3B-22* By-laws of Grape Finds Licensing Corp.

T3B-23* Bylaws of Hopelawn Property I, Inc.

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T3B-27* By-laws of LBRO Realty, Inc.

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T3B-29* MacDade Boulevard Stuart, LLC Operating Agreement

T3B-30* By-laws of Mclean Avenue Plaza Corp.

T3B-31* Limited Liability Company Agreement for Milik Service Company, LLC

T3B-32* By-laws of Montvale Holdings, Inc.

T3B-33* By-laws of North Jersey Properties, Inc. VI

T3B-34* Bylaws of Onpoint, Inc.

Table of Contents

T3B-35*	Amended and Restated By-laws of Pathmark Stores, Inc.
T3B-36*	Limited Liability Company Agreement of Plainbridge, LLC
T3B-37*	S E G Stores, Inc. By-laws, as amended
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T3B-39*	By-laws of Spring Lane Produce Corp.
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T3B-48*	Amended and Restated Operating Agreement of Upper Darby Stuart, LLC
T3B-49*	By-laws of Waldbaum, Inc.
T3C**	Form of Indenture governing the Replacement Notes
T3D	[Not applicable.]
T3E-1*	Debtors Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 19, 2011.
T3E-2*	Debtors Disclosure Statement for the Debtors Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, dated December 19, 2011.
T3F**	Cross-reference sheet (Included in Exhibit T3C)
T3G**	Form T-1 qualifying the trustee under the Indenture to be qualified pursuant to this Form T-3.

* Filed herewith

** To be filed by amendment