

Pate R. Hewitt
Form 4
December 10, 2018

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pate R. Hewitt

(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)

12/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/06/2018		M	V 11,607 A	11,607	D	
Common Stock	12/06/2018		D	V 11,607 D	\$ 0	D	
Common Stock	12/03/2018		G	V 70 D	\$ 0 0	I	by GRAT
Common Stock	12/03/2018		G	V 70 D	\$ 0 0	I	by Spouse GRAT
Common Stock	11/26/2018		G	V 844 D	\$ 0 20,084 (2)	I	By Pate Family Trust

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Common Stock 4,376 ⁽³⁾ I by 401(k) plan

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

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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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0 ⁽¹⁾	12/06/2018		M	11,607 ⁽⁴⁾	⁽¹⁾ ⁽¹⁾	Common Stock	11,607 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pate R. Hewitt
6001 BOLLINGER CANYON ROAD
SAN RAMON, CA 94583

VP and General Counsel

Signatures

/s/ Christine L. Cavallo, Attorney-in-Fact for R. Hewitt Pate

12/10/2018

 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).

Each phantom stock unit is the economic equivalent of one share of Chevron Corporation common stock. The phantom stock units are

(1) payable in cash upon vesting. On December 6, 2018, 40 percent of the reporting person's original grant (plus the accrued dividend equivalents) vested and were settled in cash.

(2) This number includes 1,610 shares previously reported as indirectly owned by GRAT and 1,610 shares previously reported as indirectly owned by Spouse GRAT, which are now indirectly owned by the Pate Family Trust as of November 30, 2018.

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- (3) Between May 10, 2018 and December 6, 2018, the reporting person acquired 80 shares of Chevron common stock under the Chevron Employee Savings Investment Plan, a 401(k) plan.
- (4) This number includes dividend equivalent accruals that vested on December 6, 2018 (842 shares).

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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