

JOHNSON JAMES WILLIAM

Form 4

October 15, 2018

FORM 4

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

OMB APPROVAL

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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 *
JOHNSON JAMES WILLIAM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2018

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

Executive Vice President

(Street)
SAN RAMON, CA 94583

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/11/2018 | | M ⁽¹⁾ | | 4,750 A \$ 73.7 | 4,750 | D |
| Common Stock | 10/11/2018 | | S ⁽¹⁾ | | 650 D \$ 118.3746 | 4,100 | D |
| Common Stock | 10/11/2018 | | S ⁽¹⁾ | | 1,500 D \$ 119.3447 | 2,600 | D |
| Common Stock | 10/11/2018 | | S ⁽¹⁾ | | 1,400 D \$ 120.1929 | 1,200 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------------------------|--------|---|---------------------------|
| Common Stock | 10/11/2018 | S ⁽¹⁾ | 1,100 | D | \$ 121.29 ⁽⁵⁾ | 100 | D | |
| Common Stock | 10/11/2018 | S ⁽¹⁾ | 100 | D | \$ 122.28 | 0 | D | |
| Common Stock | | | | | | 4,821 | I | by 401(k) plan |
| Common Stock | | | | | | 11,552 | I | by JWJ Revocable Trust |
| Common Stock | | | | | | 1,000 | I | by Spouse Revocable Trust |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 73.7 | 10/11/2018 | | M | 4,750 | ⁽⁶⁾ 01/27/2020 | Common Stock | 4,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JAMES WILLIAM 6001 BOLLINGER CANYON ROAD SAN RAMON, CA 94583 | | | Executive Vice President | |

Signatures

/s/ Christine L. Cavallo, Attorney-in-Fact for James William
Johnson

10/15/2018

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 16, 2018.
These shares were sold in multiple transactions at prices ranging from \$117.68 to \$118.65, inclusive. The price reported in Column 4 reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.
- (2) These shares were sold in multiple transactions at prices ranging from \$118.85 to \$119.81, inclusive. The price reported in Column 4 reflects the weighted average sales price.
- (3) These shares were sold in multiple transactions at prices ranging from \$119.89 to \$120.60, inclusive. The price reported in Column 4 reflects the weighted average sales price.
- (4) These shares were sold in multiple transactions at prices ranging from \$120.91 to \$121.78, inclusive. The price reported in Column 4 reflects the weighted average sales price.
- (5) Option granted 1/27/2010. One-third of the shares subject to the option vested on each of the first, second and third anniversaries of the date of grant.
- (6)

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.