

CHEVRON CORP
Form 8-K
June 04, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 2012

Chevron Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-00368
(Commission
File Number)

94-0890210
(I.R.S. Employer
Identification No.)

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6001 Bollinger Canyon Road,

San Ramon, CA
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (925) 842-1000

94583
(Zip Code)

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) Chevron Corporation's 2012 Annual Meeting of Stockholders was held on May 30, 2012.

(b) Stockholders voted on the matters, with the final voting results, set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes.

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|---------------|-------------|------------------|
| L.F. Deily | 1,384,441,397 | 13,523,518 | 7,152,237 | 280,917,875 |
| R.E. Denham | 1,252,724,717 | 144,518,894 | 7,873,541 | 280,917,875 |
| C. Hagel | 1,385,311,245 | 13,034,033 | 6,771,874 | 280,917,875 |
| E. Hernandez | 1,371,358,877 | 26,480,365 | 7,277,910 | 280,917,875 |
| G.L. Kirkland | 1,388,517,255 | 10,563,057 | 6,036,840 | 280,917,875 |
| C.W. Moorman | 1,386,778,861 | 10,897,046 | 7,441,245 | 280,917,875 |
| K.W. Sharer | 1,363,528,775 | 34,233,860 | 7,354,517 | 280,917,875 |
| J.G. Stumpf | 1,360,087,450 | 37,927,865 | 7,101,837 | 280,917,875 |
| R.D. Sugar | 1,379,962,859 | 18,112,858 | 7,041,435 | 280,917,875 |
| C. Ware | 1,377,998,182 | 20,051,000 | 7,067,970 | 280,917,875 |
| J.S. Watson | 1,352,725,728 | 45,872,681 | 6,518,743 | 280,917,875 |

2. The Board of Directors' proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron's independent registered public accounting firm for 2012 was approved based on the following votes:

| | | |
|-------------------------|--|-------|
| Votes for | 1,662,887,124 | 99.0% |
| Votes against | 16,135,443 | 1.0% |
| Abstentions | 7,012,460 | |
| Broker non-votes | Brokers were permitted to cast stockholder non-votes (i.e. uninstructed shares) at their discretion on this proposal item and such non-votes are reflected in the votes for or against or abstentions. | |

3. The Board of Directors' proposal for stockholders to approve, on an advisory basis, the compensation of Chevron's named executive officers was approved based on the following votes:

| | | |
|-------------------------|---------------|-------|
| Votes for | 1,319,579,223 | 94.8% |
| Votes against | 71,677,540 | 5.2% |
| Abstentions | 13,860,389 | |
| Broker non-votes | 280,917,875 | |

4. The stockholder proposal regarding exclusive forum provisions was not approved based on the following votes:

| | | |
|-------------------------|-------------|-------|
| Votes for | 543,627,750 | 38.7% |
| Votes against | 830,510,942 | 61.3% |
| Abstentions | 30,978,460 | |
| Broker non-votes | 280,917,875 | |

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5. The stockholder proposal regarding policy to designate an independent chairman was not approved based on the following votes:

| | | |
|-------------------------|-------------|-------|
| Votes for | 532,977,637 | 38.2% |
| Votes against | 862,899,506 | 61.8% |
| Abstentions | 9,240,009 | |
| Broker non-votes | 280,917,875 | |

6. The stockholder proposal regarding lobbying disclosure was not approved based on the following votes:

| | | |
|-------------------------|---------------|-------|
| Votes for | 307,493,783 | 23.3% |
| Votes against | 1,013,416,088 | 76.7% |
| Abstentions | 84,207,281 | |
| Broker non-votes | 280,917,875 | |

7. The stockholder proposal regarding guidelines for country selection was not approved based on the following votes:

| | | |
|-------------------------|-------------|-------|
| Votes for | 295,596,994 | 22.8% |
| Votes against | 999,176,675 | 77.2% |
| Abstentions | 110,343,483 | |
| Broker non-votes | 280,917,875 | |

8. The stockholder proposal regarding hydraulic fracturing was not approved based on the following votes:

| | | |
|-------------------------|-------------|-------|
| Votes for | 362,708,549 | 27.9% |
| Votes against | 936,955,762 | 72.1% |
| Abstentions | 105,452,841 | |
| Broker non-votes | 280,917,875 | |

9. The stockholder proposal regarding a report on accident risk oversight was not approved based on the following votes:

| | | |
|-------------------------|---------------|-------|
| Votes for | 112,349,306 | 8.7% |
| Votes against | 1,173,099,309 | 91.3% |
| Abstentions | 119,668,537 | |
| Broker non-votes | 280,917,875 | |

10. The stockholder proposal regarding special meetings was not approved based on the following votes:

| | | |
|-------------------------|-------------|-------|
| Votes for | 429,027,878 | 30.8% |
| Votes against | 965,039,760 | 69.2% |
| Abstentions | 11,049,514 | |
| Broker non-votes | 280,917,875 | |

11. The stockholder proposal regarding appointment of independent director with environmental expertise was not approved based on the following votes:

| | | |
|-------------------------|---------------|-------|
| Votes for | 298,006,987 | 21.5% |
| Votes against | 1,088,886,009 | 78.5% |
| Abstentions | 18,224,156 | |
| Broker non-votes | 280,917,875 | |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 4, 2012

CHEVRON CORPORATION

By /S/ CHRISTOPHER A. BUTNER
Christopher A. Butner,
Assistant Secretary and Managing Counsel, Securities/Corporate
Governance