UNOCAL CORP Form 4

February 09, 2005

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WILLIAMSON CHARLES R	2. Issuer Name and Ticker or Trading Symbol UNOCAL CORP [UCL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% OwnerX_ Officer (give title Other (specify below) CEO			
(Last) (First) (Middle) UNOCAL CORPORATION, 2141 ROSECRANS AVE, SUITE 4000	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2005				
(Street) EL SEGUNDO, CA 90245	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)	or(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock / \$1.00 Par Value (1)	02/08/2005		A	40,331	A	\$ 0	107,373	D		
Common Stock / \$1.00 Par Value (1)							8,529.305	I	Unocal Savings Plan	
Common Stock / \$1.00 Par Value (1)							26,373	I	Williamson Family Tr. 1/18/95	

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

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SEC 1474 (9-02)

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

D S	Title of erivative ecurity nstr. 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
(1	option / Right to uy)	\$ 49.305	02/08/2005		A	113,475		02/08/2006(2)	02/08/2015	Common Stock / \$1.00 Par Value (1)	113,4

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WILLIAMSON CHARLES R UNOCAL CORPORATION 2141 ROSECRANS AVE, SUITE 4000 EL SEGUNDO. CA 90245	X		CEO			

Signatures

Paul R. Moore, Asst Secretary,
Attorney-In-Fact

**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).
- Common Stock has attached Preferred Stock Purchase Rights. If and when the Rights become exercisable, the holders would initially be entitled to purchase one one-hundredth of a share of Series B Junior Participating Preferred stock at a purchase price determined pursuant to the Rights Agreement.
- (2) The option becomes exercisable in three equal installments on 2/8/2006, 2/8/2007 and 2/8/2008.

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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