

HOWARD RANDOLPH L
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
HOWARD RANDOLPH L

(Last) (First) (Middle)
12 PALMA VALLEY
(Street)

COTO DE CAZA, CA 92679

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNOCAL CORP [UCL]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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)
Senior VP Global Gas

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		A		319.429	A	<u>(2)</u> 12,811.07	I	Unocal Savings Plan (401-k)
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		D		12,811.07	D	<u>(3)</u> 0	I	Unocal Savings Plan (401-k)
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		D		2,018	D	<u>(4)</u> 0	I	By Family Trust

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Common
 Stock /
 \$1.00 Par Value ⁽¹⁾ 08/10/2005 D 13,418 D ⁽⁴⁾/₍₅₎ 0 D

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)	8. Amount or Number of Shares
Option / (Right to Buy)	\$ 32.8125	08/10/2005		D	6,946	⁽⁷⁾ 03/25/2006	Common Stock / \$1.00 Par Value ⁽¹⁾	6,946
Option / (Right to Buy)	\$ 38.8125	08/10/2005		D	7,500	⁽⁸⁾ 03/24/2007	Common Stock / \$1.00 Par Value ⁽¹⁾	7,500
Option / (Right to Buy)	\$ 36.26	08/10/2005		D	12,568	⁽⁹⁾ 02/12/2011	Common Stock / \$1.00 Par Value ⁽¹⁾	12,568
Option / (Right to Buy)	\$ 34.725	08/10/2005		D	14,589	⁽¹⁰⁾ 02/12/2012	Common Stock / \$1.00 Par Value ⁽¹⁾	14,589
Option / (Right to Buy)	\$ 27.07	08/10/2005		D	23,828	⁽¹¹⁾ 02/11/2013	Common Stock / \$1.00 Par Value ⁽¹⁾	23,828
Option / (Right to Buy)	\$ 36.869	08/10/2005		D	12,172	⁽¹²⁾ 02/10/2014	Common Stock / \$1.00 Par	12,172

								Value ⁽¹⁾
Option / (Right to Buy)	\$ 31.155	08/10/2005	D	10,000	⁽⁹⁾	09/24/2011	Common Stock / \$1.00 Par Value ⁽¹⁾	10,000
Option / (Right to Buy)	\$ 49.305	08/10/2005	D	11,216	⁽¹³⁾	02/08/2015	Common Stock / \$1.00 Par Value ⁽¹⁾	11,216

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD RANDOLPH L 12 PALMA VALLEY COTO DE CAZA, CA 92679			Senior VP Global Gas	

Signatures

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

08/12/2005

___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) Pursuant to the Agreement and Plan of Merger among Unocal Corporation, Chevron Corporation and Blue Merger Sub Inc. (the "Merger Agreement"), each share of Unocal Corporation Common Stock issued and outstanding immediately prior to the effectiveness of the merger on August 10, 2005 (the "Merger"), together with the Preferred Stock Purchase Rights attached thereto, was converted into the right to receive the merger consideration specified in the Merger Agreement.
- (2) Shares are purchased at prevailing market prices by the trustee of the Unocal Savings Plan.
- (3) In connection with the Merger, the reporting person is entitled to receive merger consideration in both cash and/or stock of Chevron Corporation for Unocal stock owned, subject to election and proration. Based on a press release issued by Chevron on August 10, 2005 announcing preliminary results of elections for merger consideration, and valuing Chevron shares at the closing price of \$62.48 on August 10, 2005, the estimated value of the merger consideration to be received by the reporting person in exchange for these shares is between \$828,292 and \$864,426, depending upon the election made and the final election and proration results.
- (4) In connection with the Merger, the reporting person is entitled to receive merger consideration in both cash and/or stock of Chevron Corporation for Unocal stock owned, subject to election and proration. Based on a press release issued by Chevron on August 10, 2005 announcing preliminary results of elections for merger consideration, and valuing Chevron shares at the closing price of \$62.48 on August 10, 2005, the estimated value of the merger consideration to be received by the reporting person in exchange for these shares is between \$129,867 and \$142,237, depending upon the election made and the final election and proration results.
- (5) In connection with the Merger, the reporting person is entitled to receive merger consideration in both cash and/or stock of Chevron Corporation for Unocal stock owned, subject to election and proration. Based on a press release issued by Chevron on August 10, 2005 announcing preliminary results of elections for merger consideration, and valuing Chevron shares at the closing price of \$62.48 on August 10, 2005, the estimated value of the merger consideration to be received by the reporting person in exchange for these shares is between \$863,507 and \$905,378, depending upon the election made and the final election and proration results.
- (6) This option was assumed by Chevron Corporation pursuant to the Merger Agreement, and converted into an option to purchase a revised number of Chevron Corporation common shares (determined by multiplying the number of shares of Unocal Common Stock subject to the option by the Stock Award Exchange Ratio, rounded down to the nearest whole share) at a new exercise price (determined by

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dividing the exercise price per share of Unocal Common Stock subject to the option by the Stock Award Exchange Ratio, rounded up to the nearest one hundredth of a cent). The Stock Award Exchange Ratio is 1.0688331.

- (7) The option became exercisable in four equal installments on 9/25/96, 3/25/97, 3/25/98 and 3/25/99
- (8) The option became exercisable in four equal installments on 9/24/97, 3/24/98, 3/24/99 & 3/24/00
- (9) The option became exercisable in four equal installments on 8/12/01, 2/12/02, 2/12/03 & 2/12/04
- (10) The option became exercisable in four equal installments on 8/12/02, 2/12/03, 2/12/04 & 2/12/05
- (11) The option was originally scheduled to become exercisable in four equal installments on 8/11/03, 2/11/04, 2/11/05 & 2/11/06. The entire option became exercisable upon effectiveness of the Merger on 8/10/2005.
- (12) The stock option was originally scheduled to become exercisable in three equal annual installments on 2-10-2005, 2-10-2006 and 2-10-2007. The entire option became exercisable upon effectiveness of the merger on August 10, 2005.
- (13) The option was originally scheduled to become exercisable in three equal installments on 2/8/2006, 2/8/2007 and 2/8/2008. The entire option became exercisable upon the effectiveness of the merger August 10, 2005.

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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