

CHEVRON CORP  
Form 8-K  
July 11, 2011

**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): July 11, 2011**

**Chevron Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction

001-00368  
(Commission File Number)

94-0890210  
(I.R.S. Employer

of incorporation)

Identification No.)

6001 Bollinger Canyon Road, San Ramon, CA  
(Address of principal executive offices)

94583  
(Zip Code)

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

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On July 11, 2011, Chevron Corporation issued a press release providing a second quarter 2011 interim update. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information included herein and in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

**SIGNATURE**

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: July 11, 2011

CHEVRON CORPORATION

By /s/ Matthew J. Foehr  
Matthew J. Foehr, Vice President and

Comptroller

(Principal Accounting Officer and

Duly Authorized Officer)

**EXHIBIT INDEX**

99.1 Press release issued July 11, 2011.

dateKnock-in event: A knock-in event will occur if, on any scheduled trading day during the observation period, the closing value of any underlying is less than its knock-in value  
 Observation period: The period from but excluding the pricing date to and including the final valuation date

**Hypothetical Payment at Maturity<sup>(1)</sup>**

<b>Hypothetical Underlying Return of Worst Performing Underlying on the Final Valuation Date</b>	<b>Hypothetical Payment at Maturity per Security if a Knock-in Event <u>Has Not</u> Occurred</b>	<b>Hypothetical Payment at Maturity per Security if a Knock-in Event <u>Has Occurred</u></b>
100.00%	\$1,000.00	\$1,000.00
50.00%	\$1,000.00	\$1,000.00
40.00%	\$1,000.00	\$1,000.00
30.00%	\$1,000.00	\$1,000.00
20.00%	\$1,000.00	\$1,000.00
10.00%	\$1,000.00	\$1,000.00
0.00%	\$1,000.00	\$1,000.00
-10.00%	\$1,000.00	\$900.00
-20.00%	\$1,000.00	\$800.00
-30.00%	\$1,000.00	\$700.00
-30.01%	N/A	\$699.90
-40.00%	N/A	\$600.00
-50.00%	N/A	\$500.00
-100.00%	N/A	\$0.00

<sup>(1)</sup> Assumes the securities are not automatically redeemed prior to maturity. Does not include the final contingent coupon payment, if applicable. Does not illustrate how contingent coupon payments may or may not be made over the term of the securities. Each security has a stated principal amount of \$1,000.00.

**This offering summary does not contain all of the material information an investor should consider before investing in the securities. This offering summary is not for distribution in isolation and must be read together with the accompanying preliminary pricing supplement and the other documents referred to therein, which can be accessed via the following hyperlink: [Preliminary Pricing Supplement dated April 29, 2019](#)**

Citi Structured Investments +1-212-723-3136 [structured.investments@citi.com](mailto:structured.investments@citi.com)

### **Selected Risk Considerations**

You may lose a significant portion or all of your investment. Unlike conventional debt securities, the securities do not provide for the repayment of the stated principal amount at maturity in all circumstances. If the securities are not automatically redeemed prior to maturity, your payment at maturity will depend on the final underlying value of the worst performing underlying on the final valuation date. If the final underlying value of the worst performing underlying on the final valuation date is less than its initial underlying value and a knock-in event has occurred, meaning the closing value of at least one of the underlyings was less than its knock-in value on at least one scheduled trading day during the period from but excluding the pricing date to and including the final valuation date, you will lose 1% of the stated principal amount of the securities for every 1% by which the worst performing underlying has declined from its initial underlying value. There is no minimum payment at maturity on the securities, and you may lose up to all of your investment.

You will not receive any contingent coupon on the contingent coupon payment date following any valuation date on which the closing value of the worst performing underlying on that valuation date is less than its coupon barrier value.

The securities are subject to the risks of all of the underlyings and will be negatively affected if any of the underlyings perform poorly, even if the other underlyings perform well.

The return on the securities depends solely on the performance of the worst performing underlying, and you will not benefit in any way from the performance of the better performing underlyings.

You will be subject to risks relating to the relationship among the underlyings. The less correlated the underlyings, the more likely it is that any one of the underlyings will perform poorly over the term of the securities. All that is necessary for the securities to perform poorly is for one of the underlyings to perform poorly.

The securities may be automatically redeemed prior to maturity, limiting your opportunity to receive contingent coupon payments.

The securities offer downside exposure, but no upside exposure, to the underlyings.

The securities are particularly sensitive to the volatility of the closing values of the underlyings on or near the valuation dates. Whether the contingent coupon will be paid, whether the securities will be automatically redeemed and whether you are repaid your principal at maturity will depend on the closing values of the worst performing underlying solely on the applicable valuation dates.

The securities are subject to the credit risk of Citigroup Global Markets Holdings Inc. and Citigroup Inc. If Citigroup Global Markets Holdings Inc. defaults on its obligations under the securities and Citigroup Inc. defaults on its guarantee obligations, you may not receive anything owed to you under the securities.

The securities will not be listed on any securities exchange and you may not be able to sell them prior to maturity.

The estimated value of the securities on the pricing date will be less than the issue value. For more information about the estimated value of the securities, see the accompanying preliminary pricing supplement.

The value of the securities prior to maturity will fluctuate based on many unpredictable factors.

The Russell 2000<sup>®</sup> Index is subject to risks associated with small capitalization stocks.

The issuer and its affiliates may have economic interests that are adverse to yours as a result of its and their affiliates' business activities.

The U.S. federal tax consequences of an investment in the securities are unclear.

**The above summary of selected risks does not describe all of the risks associated with an investment in the securities. You should read the accompanying preliminary pricing supplement and product supplement for a more complete description of risks relating to the securities.**

**Additional Information**

Citigroup Global Markets Holdings Inc. and Citigroup Inc. have filed registration statements (including the accompanying preliminary pricing supplement, product supplement, underlying supplement, prospectus supplement and prospectus) with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. Before you invest, you should read the accompanying preliminary pricing supplement, product supplement, underlying supplement, prospectus supplement and prospectus in those registration statements (File Nos. 333-224495 and 333-224495-03) and the other documents Citigroup Global Markets Holdings Inc. and Citigroup Inc. have filed with the SEC for more complete information about Citigroup Global Markets Holdings Inc., Citigroup Inc. and this offering. You may obtain these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, you can request these documents by calling toll-free 1-800-831-9146.

Filed pursuant to Rule 433

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