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

Form 10-K

☑ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 001-00368

Chevron Corporation

(Exact name of registrant as specified in its charter)

Delaware	94-0890210	6001 Bollinger Canyon Road, San Ramon, California 94583-2324
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)	(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12 (b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common stock, par value $.75 per share	New York Stock Exchange, Inc.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

Aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter — $228,635,687,380 (As of June 28, 2013)

Number of Shares of Common Stock outstanding as of February 10, 2014 — 1,909,130,328

DOCUMENTS INCORPORATED BY REFERENCE
(To The Extent Indicated Herein)

Notice of the 2014 Annual Meeting and 2014 Proxy Statement, to be filed pursuant to Rule 14a-6(b) under the Securities Exchange Act of 1934, in connection with the company's 2014 Annual Meeting of Stockholders (in Part III)

To the Stockholders and the Board of Directors of Chevron Corporation:

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of income, comprehensive income, equity and of cash flows present fairly, in all material respects, the financial position of Chevron Corporation and its subsidiaries at December 31, 2013, and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control – Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

San Francisco, California
February 21, 2014

The following table provides an aging of capitalized well costs and the number of projects for which exploratory well costs have been capitalized for a period greater than one year since the completion of drilling.

	At December 31		
	2013	2012	2011
Exploratory well costs capitalized for a period of one year or less	**$ 641**	$ 501	$ 557
Exploratory well costs capitalized for a period greater than one year	**2,604**	2,180	1,877
Balance at December 31	**$ 3,245**	$ 2,681	$ 2,434
Number of projects with exploratory well costs that have been capitalized for a period greater than one year*	**51**	46	47

*Certain projects have multiple wells or fields or both.

Of the $2,604 of exploratory well costs capitalized for more than one year at December 31, 2013, $1,733 (22 projects) is related to projects that had drilling activities under way or firmly planned for the near future. The $871 balance is related to 29 projects in areas requiring a major capital expenditure before production could begin and for which additional drilling efforts were not under way or firmly planned for the near future. Additional drilling was not deemed necessary because the presence of hydrocarbons had already been established, and other activities were in process to enable a future decision on project development.

The projects for the $871 referenced above had the following activities associated with assessing the reserves and the projects' economic viability: (a) $382 (six projects) – undergoing front-end engineering and design with final investment decision expected within three years; (b) $47 (two projects) – development concept under review by government; (c) $384 (nine projects) – development alternatives under review; (d) $58 (twelve projects) – miscellaneous activities for projects with smaller amounts suspended. While progress was being made on all 51 projects, the decision on the recognition of proved reserves under SEC rules in some cases may not occur for several years because of the complexity, scale and negotiations connected with the projects. Approximately half of these decisions are expected to occur in the next three years.

The $2,604 of suspended well costs capitalized for a period greater than one year as of December 31, 2013, represents 191 exploratory wells in 51 projects. The tables below contain the aging of these costs on a well and project basis:

Aging based on drilling completion date of individual wells:	Amount	Number of wells
1997–2002	$ 120	28
2003–2007	531	46
2008–2012	1,953	117
Total	$ 2,604	191

Aging based on drilling completion date of last suspended well in project:	Amount	Number of projects
1999	$ 8	1
2003–2008	347	10
2009–2013	2,249	40
Total	$ 2,604	51

Note 20

Stock Options and Other Share-Based Compensation

Compensation expense for stock options for 2013, 2012 and 2011 was $292 ($190 after tax), $283 ($184 after tax) and $265 ($172 after tax), respectively. In addition, compensation expense for stock appreciation rights, restricted stock, performance units and restricted stock units was $223 ($145 after tax), $177 ($115 after tax) and $214 ($139 after tax) for 2013, 2012 and 2011, respectively. No significant stock-based compensation cost was capitalized at December 31, 2013, or December 31, 2012.

Cash received in payment for option exercises under all share-based payment arrangements for 2013, 2012 and 2011 was $553, $753 and $948, respectively. Actual tax benefits realized for the tax deductions from option exercises were $73, $101 and $121 for 2013, 2012 and 2011, respectively.

Cash paid to settle performance units and stock appreciation rights was $186, $123 and $151 for 2013, 2012 and 2011, respectively.

Chevron Long-Term Incentive Plan (LTIP) Awards under the LTIP may take the form of, but are not limited to, stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and nonstock grants. From April 2004 through May 2023, no more than 260 million shares may be issued under the LTIP. For awards issued on or after May 29, 2013, no more than 50 million of those shares may be in a form other than a stock option, stock appreciation right or award requiring full payment for shares by the award recipient. For the major types of awards outstanding as of December 31, 2013, the contractual terms vary between three years for the performance units and 10 years for the stock options and stock appreciation rights.

Unocal Share-Based Plans (Unocal Plans) When Chevron acquired Unocal in August 2005, outstanding stock options and stock appreciation rights granted under various Unocal Plans were exchanged for fully vested Chevron options and appreciation rights. These awards retained the same provisions as the original Unocal Plans. Unexercised awards began expiring in early 2010 and will continue to expire through early 2015.

The fair market values of stock options and stock appreciation rights granted in 2013, 2012 and 2011 were measured on the date of grant using the Black-Scholes option-pricing model, with the following weighted-average assumptions:

		Year ended December 31	
	2013	2012	2011
Stock Options			
Expected term in years[1]	**6.0**	6.0	6.2
Volatility[2]	**31.3%**	31.7%	31.0%
Risk-free interest rate based on zero coupon U.S. treasury note	**1.2%**	1.1%	2.6%
Dividend yield	**3.3%**	3.2%	3.6%
Weighted-average fair value per option granted	**$ 24.48**	$ 23.35	$ 21.24

[1] Expected term is based on historical exercise and postvesting cancellation data.
[2] Volatility rate is based on historical stock prices over an appropriate period, generally equal to the expected term.

A summary of option activity during 2013 is presented below:

	Shares (Thousands)	Weighted-Average Exercise Price	Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	71,895	$ 81.26		
Granted	13,194	$116.45		
Exercised	(8,377)	$ 68.20		
Forfeited	(1,086)	$ 93.98		
Outstanding at December 31, 2013	75,626	$ 88.44	6.12	$ 2,758
Exercisable at December 31, 2013	51,797	$ 78.52	5.05	$ 2,403

The total intrinsic value (i.e., the difference between the exercise price and the market price) of options exercised during 2013, 2012 and 2011 was $445, $580 and $668, respectively. During this period, the company continued its practice of issuing treasury shares upon exercise of these awards.

As of December 31, 2013, there was $259 of total unrecognized before-tax compensation cost related to nonvested share-based compensation arrangements granted under the plans. That cost is expected to be recognized over a weighted-average period of 1.7 years.

At January 1, 2013, the number of LTIP performance units outstanding was equivalent to 2,827,757 shares. During 2013, 776,180 units were granted, 1,007,952 units vested with cash proceeds distributed to recipients and 64,715 units were forfeited. At December 31, 2013, units outstanding were 2,531,270, and the fair value of the liability recorded for these instruments was $312 measured using the Monte Carlo simulation method. In addition, outstanding stock appreciation rights and other awards that were granted under various LTIP and former Unocal programs totaled approximately 2.9 million equivalent shares as of December 31, 2013. A liability of $107 was recorded for these awards.

Note 21

Employee Benefit Plans

The company has defined benefit pension plans for many employees. The company typically prefunds defined benefit plans as required by local regulations or in certain situations where prefunding provides economic advantages. In the United States, all qualified plans are subject to the Employee Retirement Income Security Act (ERISA) minimum funding standard. The company does not typically fund U.S. nonqualified pension plans that are not subject to funding requirements under laws and regulations because contributions to these pension plans may be less economic and investment returns may be less attractive than the company's other investment alternatives.

The company also sponsors other postretirement (OPEB) plans that provide medical and dental benefits, as well as life insurance for some active and qualifying retired employees. The plans are unfunded, and the company and retirees share the costs. Medical coverage for Medicare-eligible retirees in the company's main U.S. medical plan is secondary to Medicare (including Part D) and the increase to the company contribution for retiree medical coverage is limited to no more than 4 percent each year. Certain life insurance benefits are paid by the company.

The company recognizes the overfunded or underfunded status of each of its defined benefit pension and OPEB plans as an asset or liability on the Consolidated Balance Sheet.

Chevron Human Energy

DEF 14A

CHEVRON CORP filed this Form DEF 14A on 04/10/2014

Entire Document

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

☑ Filed by the Registrant ☐ Filed by a Party other than the Registrant

Check the appropriate box:	
☐	Preliminary Proxy Statement
☐	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☑	Definitive Proxy Statement
☐	Definitive Additional Materials
☐	Soliciting Material Pursuant to §.240.14a-12

Kevin W. Sharer

Carl Ware

Management Compensation Committee Report

The Management Compensation Committee of Chevron has reviewed and discussed with management the Compensation Discussion and Analysis beginning on page 21 of this Proxy Statement, and based on such review and discussion, the Committee recommended to the Board of Directors of the Corporation that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Corporation's Annual Report on Form 10-K.

Respectfully submitted on March 25, 2014, by members of the Management Compensation Committee of your Board:

Carl Ware, Chairman

Linnet F. Deily

Robert E. Denham

Charles W. Moorman IV

Kevin W. Sharer