

CHEVRONTEXACO CORP

Form S-8 POS

January 18, 2005

As filed with the Securities and Exchange Commission on January 18, 2005.

Registration No. 333-46261

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to

Form S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

CHEVRONTEXACO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

94-0890210

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

6001 Bollinger Canyon Road
San Ramon, California

94583

(Address of Principal
Executive Offices)

(Zip Code)

**CHEVRON CORPORATION 1998 BROAD-BASED NONQUALIFIED STOCK OPTION
PROGRAM FOR U.S. DOLLAR PAYROLL EMPLOYEES**

(Full title of the plans)

Lydia I. Beebe
ChevronTexaco Corporation
6001 Bollinger Canyon Road
San Ramon, CA 94583
(925) 842-1000

Copy to:
Terry M. Kee
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, CA 94105
(415) 983-1000

(Name, address and telephone
number, including area code,
of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock | 6,597,025 shares(1) | N/A | N/A | N/A(2) |

(1) Includes 2,397,025 shares of Common Stock, in addition to the 4,200,000 registered on February 13, 1998 for issuance under the Chevron Corporation 1998 Broad-Based Nonqualified Stock Option Program for U.S. Dollar Payroll Employees, to adjust for the Stock Split.

(2) The Registrant previously paid the registration fee in connection with the registration of 4,200,000 shares of Common Stock on February 13, 1998 under this registration statement. Pursuant to Rule 416 under the Securities Act of 1933, this registration statement is deemed to cover the additional shares resulting from the Stock Split and no additional fee is required to be paid.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

The Registrant has previously registered 4,200,000 shares of its Common Stock, par value \$.75 per share, previously reserved for issuance under the Chevron Corporation 1998 Broad-Based Nonqualified Stock Option Program for U.S. Dollar Payroll Employees (the Plan) under currently effective Registration No. 333-46261 filed on February 13, 1998 (the Registration Statement).

As a result of a 2-for-1 stock split (the Stock Split) of the Common Stock of the Registrant in the form of a stock dividend distributed on September 10, 2004 (the Distribution Date) of one share of Common Stock for each share of Common Stock issued and outstanding on the record date of August 19, 2004, the 2,397,025 shares of Common Stock that are registered under the Registration Statement and not yet issued under the Plan as of the Distribution Date have been adjusted and increased by a ratio of 2-for-1, in order to account for the Stock Split and adjust the number of shares reserved and available for issuance pursuant to the Plan after the Distribution Date. Pursuant to Rule 416 under the Securities Act of 1933, the Registration Statement is deemed to cover these additional shares resulting from the Stock Split and the Registration Statement is hereby being amended to reflect the increase in the amount of shares of Common Stock registered.

This Post-Effective Amendment No. 1 affects only those provisions of the Registration Statement specifically restated herein. All other provisions of the Registration Statement remain unchanged.

Item 8. Exhibits

| Exhibit Number | Exhibit |
|-------------------|---|
| 5.1 | Opinion regarding legality of securities to be offered. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Accountants. |
| 23.2 | Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1). |
| 24.1 to 24.14 | Powers of Attorney for directors and certain officers of Registrant, authorizing the signing of the registration statement on Form S-8 on their behalf. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Ramon, State of California, on January 18, 2005.

CHEVRONTEXACO CORPORATION

By **DAVID J. O'REILLY***
David J. O'Reilly
Chairman of the Board and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 18th day of January, 2005.

Principal Executive Officers (and Directors)

Directors

DAVID J. O REILLY*

SAMUEL H. ARMACOST*

David J. O Reilly, Chairman of the Board and
Chief Executive Officer

Samuel H. Armacost

PETER J. ROBERTSON*

ROBERT E. DENHAM*

Peter J. Robertson, Vice-Chairman of the
Board

Robert E. Denham

ROBERT J. EATON*

Robert J. Eaton

SAM GINN*

Sam Ginn

Principal Financial Officer

STEPHEN J. CROWE *

CARLA A. HILLS*

Stephen J. Crowe, Vice-President
and Chief Financial Officer

Carla A. Hills

FRANKLYN G. JENIFER*

Principal Accounting Officer

Franklyn G. Jenifer

MARK A. HUMPHREY*

J. BENNETT JOHNSTON*

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Mark A. Humphrey, Vice-President
and Comptroller

J. Bennett Johnston

SAM NUNN*

Sam Nunn

CHARLES R. SHOEMATE*

Charles R. Shoemate

*By /s/ Patricia L. Tai

CARL WARE*

Patricia L. Tai, Attorney-in-Fact

Carl Ware

INDEX TO EXHIBITS

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