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UNOCAL CORP
Form 8-K
July 22, 2005

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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 19, 2005

UNOCAL CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

1-8483

95-3825062

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

2141 Rosecrans Avenue, Suite 4000
El Segundo, California

90245

(Address of Principal Executive Offices)

(Zip Code)

(310) 726-7600

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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))

Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.14d-2(b))

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ITEM 1.01

ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

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On July 19, 2005, Unocal Corporation, a Delaware corporation ("Unocal"), Chevron Corporation, a Delaware corporation ("Chevron"), and Blue Merger Sub Inc., a Delaware corporation and direct wholly-owned subsidiary of Chevron ("Merger Sub") entered into an Amendment No. 1 to the Agreement and Plan of Merger ("Amendment No. 1"), which amends certain provisions of the Agreement and Plan of Merger, dated as of April 4, 2005, among Unocal, Chevron and Merger Sub to provide for an increase in the consideration to be received by Unocal stockholders.

A copy of Amendment No. 1 is filed as Exhibit 2.1 hereto and is incorporated by reference herein.

ITEM 8.01 OTHER EVENTS

The disclosure set forth under Item 1.01 above is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No. -----	Description -----
2.1	Amendment No. 1 to the Agreement and Plan of Merger, dated as of July 19, 2005, among Unocal Corporation, Chevron Corporation and Blue Merger Sub Inc.

SIGNATURES

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 thereunto duly authorized.

UNOCAL CORPORATION

/s/ Bryan J. Pechersky

By: Bryan J. Pechersky
Corporate Secretary

Date: July 21, 2005

EXHIBIT INDEX

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