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UNOCAL CORP
Form 8-K
July 06, 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 5, 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 5.04. TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFIT PLANS

On July 5, 2005, Unocal Corporation (the "Company") sent a notice to its directors and executive officers informing them of a temporary suspension of transactions by directors and executive officers involving Company equity securities as well as a blackout period that will be imposed on all transactions involving the Company common stock fund under the Company's 401(k) plans (the "401(k) Plan"). The notice stated that the blackout period for the 401(k) Plan is expected to begin at 1:00 p.m. EST on August 3, 2005 and end on the date that is approximately two weeks after the closing date of the merger of the Company with and into a wholly owned subsidiary of Chevron Corporation, which is currently expected to occur within the first two weeks of August, 2005. A copy of the notice dated July 5, 2005, which was provided to the Company's directors and executive officers in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.04.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|---|
| 99.1 | Notice of Blackout Period to Directors and Executive Officers of Unocal Corporation, dated July 5, 2005 |

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 5, 2005

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

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99.1

Notice of Blackout Period to Directors and Executive Officers
of Unocal Corporation, dated July 5, 2005