

MILLER DOUGLAS M
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER DOUGLAS M

2. Issuer Name and Ticker or Trading Symbol
UNOCAL CORP [UCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1024 CHAUTAUQUA BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Corp. Development

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PACIFIC PALISADES, CA 90272

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		D		12,315.5394	D	<u>(2)</u> 0
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		A		419.063	A	<u>(3)</u> 6,153.097
Common Stock / \$1.00 Par Value ⁽¹⁾	08/10/2005		D		6,153.097	D	<u>(4)</u> 0

Unocal Savings Plan [401(k)]
Unocal Savings Plan [401(k)]

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option / (Right to Buy)	\$ 38.8125	08/10/2005		D	3,479	<u>(6)</u> 03/24/2007	Common Stock / \$1.00 Par Value ⁽¹⁾	3,479
Option / (Right to Buy)	\$ 38.6875	08/10/2005		D	5,055	<u>(7)</u> 03/30/2008	Common Stock / \$1.00 Par Value ⁽¹⁾	5,055
Option / (Right to Buy)	\$ 37.0313	08/10/2005		D	5,043	<u>(8)</u> 03/29/2009	Common Stock / \$1.00 Par Value ⁽¹⁾	5,043
Option / (Right to Buy)	\$ 36.26	08/10/2005		D	7,433	<u>(9)</u> 02/12/2011	Common Stock / \$1.00 Par Value ⁽¹⁾	7,433
Option / (Right to Buy)	\$ 34.725	08/10/2005		D	6,608	<u>(10)</u> 02/12/2012	Common Stock / \$1.00 Par Value ⁽¹⁾	6,608
Option / (Right to Buy)	\$ 27.07	08/10/2005		D	5,541	<u>(11)</u> 02/11/2013	Common Stock / \$1.00 Par Value ⁽¹⁾	5,541
Option / (Right to Buy)	\$ 36.869	08/10/2005		D	6,013	<u>(12)</u> 02/10/2014	Common Stock /	6,013

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- (10) The option became exercisable in four equal installments on 8/12/2002, 2/12/2003, 2/12/2004 and 2/12/2005.
- (11) The option was originally scheduled to become exercisable in four equal installments on 8/11/2003; 2/11/2004; 2/11/2005; and 2/11/2006. The entire option became exercisable upon effectiveness of the merger on 8/10/2005.
- (12) The stock option was originally scheduled to become exercisable in three equal annual installments on 2-10-2005, 2-10-2006 and 2-10-2007. The entire option became exercisable upon effectiveness of the merger on August 10, 2005.
- (13) The option was originally scheduled to become exercisable in three equal installments on 2/8/2006, 2/8/2007 and 2/8/2008. The entire option became exercisable upon the effectiveness of the merger August 10, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.