UNOCAL CORP
Form 11-K
June 28, 2002

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

FORM 11-K

Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

(Mark One)

[X] Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2001

Or

[ ] Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the transition period from ____________ to ______________

Commission file number 1-8483

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

UNOCAL SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

Unocal Corporation,
2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

INDEX TO FINANCIAL STATEMENTS OF THE UNOCAL SAVINGS PLAN

The following financial statements reflect the status of the Unocal Savings Plan as of December 31, 2001 and 2000, and the results of its transactions for each of the years then ended.

* Supplemental schedules required by the Employee Retirement Income Security Act of 1974 that are omitted are not applicable to the Unocal Savings Plan.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Unocal Savings Plan Committee:

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Unocal Savings Plan (the "Plan") at December 31, 2001 and 2000, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes at December 31, 2001 and reportable transactions for the year ended December 31, 2001 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/Pricewaterhouse Coopers LLP

PricewaterhouseCoopers LLP
Los Angeles, California
May 24, 2002

Unocal Savings Plan
Statements of Net Assets Available for Benefits

	December 31, 2001	December 31, 2000
Assets:		
Investments at fair value	$485,383,654	$558,100,005
Cash	773,306	2,713,377
Total assets	486,156,960	560,813,382
Net assets available for benefits	$486,156,960	$560,813,382

See accompanying notes to financial statements.

Unocal Savings Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2001	Year Ended December 31, 2000

Additions:		
Additions to (deductions from) net assets attributed to:		
Investment income:		
Net depreciation in fair value of investments	$ (60,087,690)	$ (17,470,031)
Interest	2,123,253	2,987,898
Dividends	7,656,962	20,960,987
Total investment income (loss)	(50,307,475)	6,478,854
Contributions:		
Participant	18,047,217	21,797,371
Company	10,996,479	13,138,933
Total contributions	29,043,696	34,936,304
Total (deductions) additions	(21,263,779)	41,415,158
Deductions:		
Deductions from net assets attributed to:		
Participant withdrawals & distributions	53,385,593	67,771,562
Trustee fees and other expense	7,050	11,439
Total deductions	53,392,643	67,783,001
Net decrease	(74,656,422)	(26,367,843)
Net assets available for benefits:		
Beginning of year	560,813,382	587,181,225
End of year	$486,156,960	$560,813,382

See accompanying notes to financial statements.

UNOCAL SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - Description of the Plan

General

Unocal Corporation ("Unocal") was incorporated in Delaware on March 18, 1983, as the parent of Union Oil Company of California. The Unocal Savings Plan (the "Plan") provides for Union Oil Company of California (d.b.a. "Unocal") (the "Company") matching contributions and for participants' voluntary pre-tax and/or after-tax contributions. Putnam Fiduciary Trust Company is the trustee ("Trustee") of the Plan and invests funds contributed by the Company and participants to the Plan. During 2001 and 2000, all Company contributions were invested in common stock of Unocal and participant contributions were invested at the discretion of the participants in a range of investment fund options and Unocal common stock. During 2001 and 2000, participants were permitted to immediately transfer Company contributions from Unocal common stock into any of the Plan investment options. Most balances remain with the Trustee until withdrawn by participants following termination of employment although loans, hardship withdrawals, and certain other withdrawals are permitted during employment. The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") as a defined contribution plan.

The Savings Plan booklet dated May 1, 2000 and the Addendum dated January 1, 2001 constitute part of a prospectus covering securities that have been registered under the Securities Act of 1933. The Savings Plan booklet and Addendum constitute the Summary Plan Description of the Plan as of January 1, 2001. The Company has made certain plan changes that were allowed under the new Economic Growth and Tax Relief Reconciliation Act of 2001. Many of these changes will allow members to save more on a tax-deferred basis. Most of these changes will become effective January 1, 2002 and other changes are expected to be implemented by year-end 2002.

Participation

Regular, full-time employees are eligible to participate in the Plan immediately upon employment by the Company. Part-time and temporary employees are eligible to participate following the first service year in which they complete at least 1,000 hours of service.

Contributions

Participant Contributions -- Participant contributions are voluntary and can be all pre-tax, all after-tax, or a combination of both. However, a participant's total annual contribution must not exceed 15 percent of the participant's annual base pay. The pre-tax contributions are also known as 401(k) contributions. A participant's contributions shall not exceed the maximum amount allowed by law.

Company Matching Contributions -- The Company matches employee pre-tax 401(k) contributions on a dollar for dollar basis, up to six percent of the contributing participant's base pay.

At its discretion, the Company directs the Trustee to purchase shares attributable to Company matching contributions either on the open market or by private purchases directly from the Company.

Participant Accounts

Each participant's account is credited with the contributions and the respective net investment earnings or losses of the individual funds as governed by the participant's investment selection.

Vesting

Participants are always 100 percent vested in participant contributions and the dividends on those contributions. Vesting in the Company contributions portion of participants' accounts and the dividends thereon is based on years of vesting service. Participants are 100 percent vested in Company contributions and dividends thereon after two years of vesting service. Special vesting rules also apply to certain participants depending on the date and reason for termination of employment.

Payment of Benefits

Following termination of employment, participants may elect to receive their account balance or defer their distribution until a later date chosen by the participant, but not beyond April 1 of the year following attainment of age 70-1/2.

Rollovers into the Plan

The Plan will accept rollovers from other employers' qualified plans, subject to certain restrictions.

Loans

All employees who are participants of the Plan and have a sufficient balance in their employee pre-tax contributions account are eligible to apply for a loan. Members borrow against their own pre-tax account balance and all payments of principal and interest are credited back to their account. Loan types available are "any reason" (except investment in registered securities); "home purchase" (for purchase of a primary residence only); and loans "forced" by a hardship withdrawal request. Repayment periods range from 1 to 15 years depending on the type of loan. The Unocal Savings Plan Loan and Hardship Withdrawal Committee determines the interest rate for loans based on appropriate market rates and applicable federal regulations.

Federal Income Tax Status

The Company obtained its latest determination letter on February 15, 2000, from the Internal Revenue Service, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "Code"). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Company filed a request for a new determination letter in February of 2002 and is awaiting a reply from the Internal Revenue Service.

For 2001, the maximum employee pay eligible for benefit purposes under a qualified plan was $170,000 per year. If an employee's pay exceeded $170,000, only the first $170,000 of base pay was eligible for calculating employee and Company contributions.

Federal regulations place an annual dollar limit on the amount of employee pre-tax contributions. The limit was $10,500 for 2001 and 2000. If pre-tax contributions reach the annual limit before year-end, they are suspended for the balance of the year. The Company matching contributions are also suspended if the annual limit is reached before year-end.

Withdrawals from the Plan are generally subject to federal income tax. Also, in-service withdrawals and withdrawals following termination of employment prior to retirement may be subject to a 10 percent federal income tax penalty. Retiring employees and former employees who are at least age 55 may make a partial withdrawal from their plan account without a tax penalty.

Plan Amendment or Termination

The Company expects to continue the Plan indefinitely, but, as future conditions cannot be foreseen, the Company may at any time or from time to time amend or terminate the Plan in whole or part. In the event of termination, participants become fully vested in their individual accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided by ERISA. The Company has no present intent to discontinue the Company matching contributions or to terminate the Plan.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. In addition, the following accounting policies are applied:

a. Purchases and sales of Unocal common stock:

During normal trading by participants, the Trustee will collect all participant directed stock trades throughout the day and will execute and complete one or more buy and sell trades per day.

During abnormal conditions or heavy trading by participants, the Trustee may not be able to execute and complete participant directed trades on the same day without affecting the share price. The Trustee is authorized, at its discretion, to buy or sell a portion of the trades during the next day or days. Prices received from each day's trading will be averaged to ensure that all participants requesting trades will be treated equitably.

b. Dividend income is recorded on the ex-dividend date.

c. Interest income is recorded as earned on the accrual basis.

d. Benefits are recorded when paid.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Valuation of Investments

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at the net asset value of shares held by the Plan at year-end. The Unocal common stock is valued at the closing price as reported for the New York Stock Exchange Composite Transactions at December 31, 2001 and 2000. Investments in common trust funds are valued based on information provided by the Plan's investment custodian. The financial statements of the common trust funds are audited annually by independent accountants. The value of the assets of the Plan are subject to the variations in the market. The fair value of the investments and net assets available for benefits could be materially affected by a change in market conditions.

Use of Estimates in Preparation of the Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting periods. Actual results could differ from those estimates.

NOTE 3 - Investments

The following table presents investments that represent 5 percent or more of the Plan's net assets available for benefits:

	December 31,	
Shares in (000s)	2001	2000
Unocal Common Stock (a) 5,937 and 6,178 shares, respectively	$214,155,029	$239,011,758
Putnam S&P 500 Index Fund 3,014 and 3,182 shares, respectively	83,931,101	100,811,110
Putnam New Opportunities Fund 1,042 and 1,106 shares, respectively	43,736,755	66,200,019
Putnam Money Market Fund 40,051 and 38,320 shares, respectively	40,050,878	38,320,056
George Putnam Fund of Boston 2,270 and 2,217 shares, respectively	38,062,917	38,149,305
Putnam Voyager Fund 1,527 and 1,526 shares, respectively	27,127,733	36,481,007

(a) Includes both participant and nonparticipant-directed amounts.

The Plan's investments appreciated (depreciated) in value as follows:

	December 31,	
	2001	2000
Mutual funds	$ (33,821,337)	$(42,972,819)
Common or collective trusts	(11,661,112)	(10,287,309)
Common stock	(14,605,241)	35,790,097
	$ (60,087,690)	$(17,470,031)

Nonparticipant-Directed Investments

The nonparticipant-directed investments and the significant components of the changes in those net assets are as follows:

	December 31,	
	2001	2000
Unocal common stock	$ 134,156,612	$ 148,392,402

Total assets	134,156,612	148,392,402
Total nonparticipant-directed net assets	$ 134,156,612	$ 148,392,402

	Year Ended December 31, 2001	2000
Contributions	$ 10,996,479	$ 13,138,933
Dividends	3,034,483	3,300,583
Net (depreciation) appreciation	(9,202,190)	21,613,424
Benefits paid to participants	(10,533,887)	(12,479,593)
Transfers to participant-directed investments	(8,529,402)	(16,686,182)
Net (decrease) increase	$ (14,234,517)	$ 8,887,165

NOTE 4 - Forfeitures by Members

Company contributions and dividends thereon under the Plan are forfeited by employees whose employment is terminated before vesting is attained. However, if an employee is re-employed by the Company and performs an hour of service within five years after the date of termination of employment, the forfeited shares will be restored to the employee's Plan account. Amounts forfeited will be used to restore previously forfeited accounts when necessary. Remaining amounts forfeited will then be used to offset future Company contributions to participant accounts.

At December 31, 2001 and 2000, forfeited nonvested accounts totaled $45,086 and $173,152, respectively.

NOTE 5 - Parties-in-interest

Certain of the Plan's investments are shares of mutual funds managed by the Trustee, as defined by the Plan Agreement. Therefore, these transactions qualify as party-in-interest transactions for which a statutory exemption exists. Fees paid by the Plan for investment management services are included in the net asset value of the shares of the mutual funds; other fees paid by the Plan are disclosed on the face of the statement of changes in net assets available for benefits for the years ended December 31, 2001 and 2000.

The Company, who also qualifies as a party-in-interest, absorbs certain administrative expenses of the Plan. Such transactions with the Company qualify for a statutory exemption. Total expenses paid by the Company were $83,335 and $87,756 for the years ended December 31, 2001 and 2000, respectively.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Committee appointed by the Board of Directors of the Company to administer the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UNOCAL SAVINGS PLAN

Date: June 28, 2002 By: /s/ Joe D. Cecil

Joe D. Cecil
Unocal Savings Plan Committee Member

Unocal Savings Plan
Schedule of Assets Held for Investment Purposes
At December 31, 2001

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value
*	Unocal Corporation	Unocal Corporation Common Stock 5,937,207 shares
**	Putnam Investments	Putnam S&P 500 Index Fund 3,013,684 shares
**	Putnam Investments	George Putnam Fund of Boston 2,269,703 shares
**	Putnam Investments	The Putnam Bond Index Fund 613,353 shares
**	Vanguard Group	The Vanguard Windsor II Fund 459,178 shares
**	Putnam Investments	Putnam International Growth Fund 560,105 shares
**	Putnam Investments	Putnam Money Market Fund 40,050,878 shares
**	Putnam Investments	Putnam New Opportunities Mutual Fund 1,042,344 shares
**	Putnam Investments	Putnam Voyager Fund 1,526,603 shares

**	Putnam Investments	Participant Loans
		Total assets held for investment purposes

UNOCAL SAVINGS PLAN
Schedule of Reportable Transactions (1)
December 31, 2001

(a) Identity of Party Involved	(b) Description of Assets (including Interest Rate And Maturity in Case of a loan	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asse
Unocal Corrporation	(2) Common Stock (435 transactions)	$39,089,143				$ 39,089
Unocal Corporation	(2) Common Stock (662 transactions)		$ 49,306,189			42,636
Putnam Money Market Fund	(3) Fund Shares (626 transactions)	$41,669,177				$ 41,669
Putnam Money Market Fund	(3) Fund Shares (455 transactions)		$ 39,938,354			$ 39,938

UNOCAL CORPORATION

EXHIBIT INDEX

Exhibit 23	Consent of PricewaterhouseCoopers LLP