

CHEVRONTEXACO CORP

Form S-8 POS

January 18, 2005

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

Registration No. 333-72672

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 4 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)

TEXACO INC. STOCK INCENTIVE PLAN  
TEXACO INC. DIRECTOR AND EMPLOYEE DEFERRAL PLAN  
TEXACO PUERTO RICO INC. RETIREMENT SAVINGS PLAN  
CHEVRONTEXACO CORPORATION EMPLOYEE SAVINGS INVESTMENT PLAN  
CHEVRONTEXACO CORPORATION LONG-TERM INCENTIVE PLAN  
CHEVRONTEXACO CORPORATION DEFERRED COMPENSATION PLAN FOR MANAGEMENT  
EMPLOYEES

(Full title of the plans)

Lydia I. Beebe  
ChevronTexaco Corporation  
6001 Bollinger Canyon Road

Copy to:  
Terry M. Kee  
Pillsbury Winthrop LLP  
50 Fremont Street

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San Ramon, CA 94583  
(925) 842-1000

San Francisco, CA 94105  
(415) 983-1000

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

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## 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                         | 145,151,894 shares (1)  | N/A                                       | N/A                                       | N/A (3)                    |
| Common Stock                         | 4,782,829 shares (2)    | N/A                                       | N/A                                       | N/A (3)                    |
| Total Registration Fee               |                         | N/A                                       | N/A                                       | N/A (3)                    |

(1) Includes 67,189,931 shares of Common Stock, in addition to the 77,961,963 registered on November 1, 2001 for issuance under the Texaco Inc. Stock Incentive Plan, the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, and the ChevronTexaco Corporation Long-Term Incentive Plan, to adjust for the Stock Split.

(2) Includes 2,240,456 shares of Common Stock, in addition to the 2,542,373 registered on November 1, 2001 representing shares of Common Stock attributable to deferred compensation obligations under the ChevronTexaco Corporation Deferred Compensation Plan for Management Employees, to adjust for the Stock Split.

(3) The Registrant previously paid the registration fee in connection with the registration of a total of 80,504,336 shares of Common Stock on November 1, 2001 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 80,504,336 shares of its Common Stock, par value \$.75 per share, previously reserved for issuance under the Texaco Inc. Stock Incentive Plan, the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, the ChevronTexaco Corporation Long-Term Incentive Plan and the ChevronTexaco Corporation Deferred Compensation Plan For Management Employees (collectively, the Plans ) under currently effective Registration No. 333-72672 filed on November 1, 2001, as previously amended (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 69,430,387 shares of Common Stock that are registered under the Registration Statement and not yet issued under the Plans 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 Plans 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. 4 affects only those provisions of the Registration Statement specifically restated herein. All other provisions of the Registration Statement remain unchanged.

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Item 8. Exhibits

| Exhibit<br>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. |

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**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. 4 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. 4 to Registration Statement has been signed below by the following persons in the capacities indicated on the 18<sup>th</sup> day of January, 2005.

**Principal Executive Officers (and Directors)**

**DAVID J. O REILLY\***

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

**PETER J. ROBERTSON\***

Peter J. Robertson, Vice-Chairman of the  
Board

**Directors**

**SAMUEL H. ARMACOST\***

Samuel H. Armacost

**ROBERT E. DENHAM\***

Robert E. Denham

**ROBERT J. EATON\***

Robert J. Eaton

**Principal Financial Officer**

**STEPHEN J. CROWE \***

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

**SAM GINN\***

Sam Ginn

**CARLA A. HILLS\***

Carla A. Hills

**Principal Accounting Officer**

**FRANKLYN G. JENIFER\***

Franklyn G. Jenifer

MARK A. HUMPHREY\*

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Mark A. Humphrey, Vice-President  
and Comptroller

J. BENNETT JOHNSTON\*

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J. Bennett Johnston

SAM NUNN\*

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Sam Nunn

CHARLES R. SHOEMATE\*

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Charles R. Shoemate

\*By /s/ Patricia L. Tai

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Patricia L. Tai, Attorney-in-Fact

CARL WARE\*

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Carl Ware

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Pursuant to the requirements of the Securities Act of 1933, the Administrator of the ChevronTexaco Corporation Employee Savings Investment Plan has duly caused this Post-Effective Amendment No. 4 to Registration Statement No. 333-72672 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of San Ramon, State of California, on the 18th day of January, 2005.

CHEVRONTEXACO CORPORATION  
EMPLOYEE SAVINGS INVESTMENT  
PLAN

By */s/ Lydia I. Beebe*  
ChevronTexaco Corporation, Plan Administrator  
By: Lydia I. Beebe, Corporate  
Secretary  
ChevronTexaco Corporation

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Pursuant to the requirements of the Securities Act of 1933, the Administrator of the Texaco Puerto Rico, Inc. Retirement Savings Plan has duly caused this Post-Effective Amendment No. 4 to Registration Statement No. 333-72672 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Guaynabo, Puerto Rico, on the 18th day of January, 2005.

TEXACO PUERTO RICO INC.  
RETIREMENT SAVINGS PLAN

By                   /s/ Raul Rivera Avila  
                          Raul Rivera Avila  
                          Administrator of the Texaco Puerto Rico  
                          Inc. Retirement Savings Plan

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INDEX TO EXHIBITS

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