

Edgar Filing: VALERO ENERGY CORP/TX - Form 8-K

VALERO ENERGY CORP/TX
Form 8-K
August 13, 2002

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): August 13, 2002

VALERO ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------|------------------------------------|----------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation) | 1-3175 (Commission File Number) | 74-1828067 (IRS Employer Identification No.) |
|---------------------------------------------------------------|------------------------------------|----------------------------------------------------|

| | |
|------------------------------------------------------------------------------------|---------------------|
| One Valero Place San Antonio, Texas (Address of principal executive offices) | 78212 (Zip Code) |
|------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (210) 370-2000

Item 7. (c) Financial Statements and Exhibits.

Exhibits

| Number | Exhibit |
|--------|---------|
| ----- | ----- |

- | | |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Statement Under Oath of William E. Greehey, Chief Executive Officer of Valero Energy Corporation, filed with the Securities and Exchange Commission on August 13, 2002 pursuant to the June 27, 2002 Order of the Securities and Exchange Commission |
| 99.2 | Statement Under Oath of John D. Gibbons, Chief Financial Officer of Valero Energy Corporation, filed with the Securities and Exchange Commission on August 13, 2002 pursuant to the June 27, 2002 Order of the Securities and Exchange Commission |

Item 9. Regulation FD Disclosure.

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On June 27, 2002, the Securities and Exchange Commission issued an administrative order requiring both the principal executive officer and the principal financial officer of certain publicly traded companies, including Valero Energy Corporation, to file a statement under oath regarding the accuracy of the company's most recent annual report, as well as all quarterly reports, reports on Form 8-K and definitive proxy materials filed since the annual report. See SEC Order File No. 4-460, available at <http://www.sec.gov/rules/other/4-460.htm>. A copy of the required statements of William E. Greehey, Chief Executive Officer of Valero Energy Corporation, and John D. Gibbons, Chief Financial Officer of Valero Energy Corporation, are attached to this report as Exhibits 99.1 and 99.2, respectively, and are being furnished with this report for informational purposes pursuant to Regulation FD.

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SIGNATURE

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 hereunto duly authorized.

VALERO ENERGY CORPORATION

Date: August 13, 2002

By: /s/ Jay D. Browning

Jay D. Browning
Vice President and Secretary

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EXHIBIT INDEX

| Number | Exhibit |
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99.2 Statement Under Oath of John D. Gibbons, Chief Financial Officer of Valero Energy Corporation, filed with the Securities and Exchange Commission on August 13, 2002 pursuant to the June 27, 2002 Order of the Securities and Exchange Commission

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EXHIBIT 99.1

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING
FACTS AND CIRCUMSTANCES
RELATING TO EXCHANGE ACT FILINGS

I, William E. Greehey, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Valero Energy Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Valero Energy Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Valero Energy Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ William E. Greehey

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William E. Greehey
Chief Executive Officer and President,
Valero Energy Corporation

Date: August 13, 2002

Subscribed and sworn to before me this 13th day of August 2002.

/s/ Cristina Menchaca

Notary Public

My Commission Expires: December 29, 2002

EXHIBIT 99.2

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING
FACTS AND CIRCUMSTANCES
RELATING TO EXCHANGE ACT FILINGS

I, John D. Gibbons, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Valero Energy Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Valero Energy Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Valero Energy Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and

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- o any amendments to any of the foregoing.

/s/ John D. Gibbons

John D. Gibbons
Executive Vice President and
Chief Financial Officer,
Valero Energy Corporation

Date: August 13, 2002

Subscribed and sworn to before me this 13th day of August 2002.

/s/ Cristina Menchaca

Notary Public

My Commission Expires: December 29, 2002