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VALERO ENERGY CORP/TX

Form 8-K

November 18, 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): NOVEMBER 15, 2002

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

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

ONE VALERO PLACE	
SAN ANTONIO, TEXAS	78212
(Address of principal executive offices)	(Zip Code)

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

ITEM 5. OTHER EVENTS.

On November 15, 2002, Valero Energy Corporation (the "Company") entered into a placement agency agreement relating to the issuance and sale by the Company of \$50,000,000 aggregate principal amount of its 6.311% Notes due 2007 (the "Notes") to Core Bond Products LLC, as depositor of the Core Investment Grade Bond Trust I. The Notes are to be issued under an Indenture dated December 12, 1997 between the Company and The Bank of New York, as Trustee. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration Nos. 333-84820, 333-84820-1 and 333-84820-2) of the Company, VEC Trust III and VEC Trust IV. Closing of the issuance and sale of the Notes is scheduled for November 20, 2002.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Placement Agency Agreement dated November 15, 2002 among the Company and Banc of America Securities LLC, J.P. Morgan Securities Inc., Fleet Securities, Inc., HSBC Securities (USA) Inc. and Wachovia Securities, Inc., as Placement Agents.

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- 4.1 Terms of the 6.311% Notes due 2007.
- 4.2 Form of Notes (included in Exhibit 4.1 above).
- 5.1 Opinion of Jay D. Browning, Esq.

2

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: November 18, 2002

By: /s/ JAY BROWNING

Jay D. Browning
Vice President and Secretary

3

EXHIBIT INDEX

Number -----	Exhibit -----
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4.1	Terms of the 6.311% Notes due 2007.
4.2	Form of Notes (included in Exhibit 4.1 above).
5.1	Opinion of Jay D. Browning, Esq.