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VALERO ENERGY CORP/TX

Form 8-K

March 28, 2003

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): MARCH 25, 2003

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

DELAWARE	1-13175	74-1828067
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

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

ITEM 5. OTHER EVENTS.

On March 25, 2003, Valero Energy Corporation (the "Company") entered into an underwriting agreement for the public offering of an aggregate of 6,300,000 shares of Common Stock, par value \$.01 per share, of the Company (the "Shares"). The Shares 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 Shares is scheduled for March 28, 2003.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

1.1 Underwriting Agreement dated March 25, 2003, among the Company and Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., as Underwriters.

5.1 Opinion of Jay D. Browning, Esq.

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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: March 28, 2003

By: /s/ Jay D. Browning

Jay D. Browning
Vice President and Secretary

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EXHIBIT INDEX

Number	Exhibit
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