

CHEVRONTEXACO CORP

Form S-8 POS

October 17, 2002

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As filed with the Securities and Exchange Commission on October 17, 2002.

Registration No. 333-72672

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Post-Effective Amendment No. 2 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.)
575 Market Street, San Francisco, California	94105
(Address of Principal Executive Offices)	(Zip Code)

TEXACO INC. STOCK INCENTIVE PLAN  
EMPLOYEES THRIFT PLAN OF TEXACO INC.  
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 RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS  
CHEVRONTEXACO CORPORATION DEFERRED COMPENSATION PLAN FOR MANAGEMENT EMPLOYEES  
EMPLOYEES SAVINGS PLAN OF CHEVRONTEXACO GLOBAL ENERGY INC.  
EMPLOYEES THRIFT PLAN OF FUEL AND MARINE MARKETING LLC

(Full title of the plan)

Lydia I. Beebe  
ChevronTexaco Corporation  
575 Market Street  
San Francisco, CA 94105  
(415) 894-7700

Copy to:  
Terry M. Kee  
Pillsbury Winthrop LLP  
50 Fremont Street  
San Francisco, CA 94105  
(415) 983-1000

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(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 (8)
Common Stock par value \$0.75 per share	77,961,963 (1)	\$ 88.5 (2)	\$6,899,633,725 (2)	N/A (3)
Common Stock par value \$0.75 per share	2,542,373 (4)	\$ 88.5 (2)	\$ 225,000,010 (2)	N/A
Rights to purchase preferred stock (5)	N/A	N/A	N/A	N/A
Deferred Compensation Obligations (6)	\$ 545,477,354	100%	\$ 545,477,354 (7)	N/A
Total Registration Fee	N/A	N/A	N/A	N/A

(1) The 77,961,963 shares of common stock, par value \$0.75 per share of ChevronTexaco Corporation (the Common Stock ), stated above consists of the aggregate number of shares that were authorized to be sold pursuant to the Registration Statement on Form S-8 (File No. 333-72672) as amended by the Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the Registration Statement as amended is referred to herein as the Registration Statement ) under the following plans: the Texaco Inc. Stock Incentive Plan, the Employees Thrift Plan of Texaco Inc., the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, the ChevronTexaco Corporation Restricted Stock Plan for Non-Employee Directors, the Employees Savings Plan of ChevronTexaco Global Energy Inc., the Employees Thrift Plan of Fuel and Marine Marketing LLC and the ChevronTexaco Corporation Long-Term Incentive Plan. Effective July 1, 2002, the Employees Thrift Plan of Texaco Inc., the Employees Savings Plan of ChevronTexaco Global Energy Inc. and the Employees Thrift Plan of Fuel and Marine Marketing LLC merged into the ChevronTexaco Corporation Employee Savings Investment Plan. (See Explanatory Note).

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) on the basis of the average of the high and low prices as reported on the New York Stock Exchange on October 30, 2001.(3) Pursuant to Rule 416(c), the Registration Statement covers an

indeterminate  
amount of  
interests to be  
offered or sold  
pursuant to the  
Employees  
Thrift Plan of  
Texaco Inc., the  
Texaco Puerto  
Rico Inc.  
Retirement  
Savings Plan,  
the  
ChevronTexaco  
Corporation  
Employee  
Savings  
Investment Plan,  
the Employees  
Savings Plan of  
ChevronTexaco  
Global Energy  
Inc., and the  
Employees  
Thrift Plan of  
Fuel and Marine  
Marketing LLC.  
Effective July 1,  
2002, the  
Employees  
Thrift Plan of  
Texaco Inc., the  
Employees  
Savings Plan of  
ChevronTexaco  
Global Energy  
Inc. and the  
Employees  
Thrift Plan of  
Fuel and Marine  
Marketing LLC  
merged into the  
ChevronTexaco  
Corporation  
Employee  
Savings  
Investment Plan.  
(See  
Explanatory  
Note).(4) 2,542,373  
shares of  
Common Stock  
were also  
registered under  
the Registration  
Statement,  
which includes  
those shares  
attributable to  
the Deferred  
Compensation  
Obligations

under the  
ChevronTexaco  
Corporation

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Deferred Compensation Plan for Management Employees which can be fulfilled in certain circumstances either in cash or in shares of Common Stock. Pursuant to Rule 457(i), the registration fees paid did not include these 2,542,373 shares of Common Stock.

(5) Associated with the Common Stock are Rights to purchase Preferred Stock that are or will be attached to, and represented by the certificates issued for, the Common Stock (which Preferred Stock Purchase Rights have no market value independent of the Common Stock to which they are attached).(6) The \$545,477,354 of Deferred Compensation Obligations stated above includes the aggregate value authorized to be sold pursuant to the Registration Statement of unsecured obligations of ChevronTexaco Corporation to pay deferred compensation in the future in accordance with the terms of the Texaco Inc. Director and Employee Deferral Plan and the ChevronTexaco Corporation Deferred Compensation Plan for Management Employees.(7) Estimated pursuant to Rule 457(h) solely for the

purpose of  
calculating the  
registration  
fee.(8) Fees  
previously paid.

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This Post-Effective Amendment No. 2 to the Registration Statement shall become effective upon filing in accordance with Rule 464 under the Securities Act of 1933.

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Item 8. Exhibits

SIGNATURES

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**EXPLANATORY NOTE**

ChevronTexaco Corporation, a Delaware corporation (the Registrant ), filed a Registration Statement on Form S-8 (File No. 333-72672) on November 1, 2001 and a Post-Effective Amendment No. 1 to Form S-8 Registration Statement on June 21, 2002 (the Registration Statement as amended is referred to herein as the Registration Statement ).

The Registrant hereby amends the Registration Statement by filing this Post-Effective Amendment No. 2 to reflect the merger of certain employee benefit plans covered by this Registration Statement. Effective July 1, 2002, the Employees Thrift Plan of Texaco Inc., the Employees Savings Plan of ChevronTexaco Global Energy Inc. and the Employees Thrift Plan of Fuel and Marine Marketing LLC merged into the ChevronTexaco Corporation Employee Savings Investment Plan. This Post-Effective Amendment No. 2 also amends and restates certain footnotes to the registration fee table to reflect the merger of these plans.

This Post-Effective Amendment 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 Number	Exhibit
4.1	Rights Agreement dated as of November 23, 1998, between Chevron Corporation and ChaseMellon Shareholders Services L.L.C., as Rights Agent, filed as Exhibit 4.1 to Registrant's Registration Statement on Form 8-A dated November 23, 1998, and incorporated herein by reference.
4.2	Amendment No. 1 to Rights Agreement dated as of October 15, 2000, between Chevron Corporation and ChaseMellon Shareholder Services L.L.C., as Rights Agent, filed as Exhibit 4.2 to Registrant's Registration Statement on Form 8-A/A dated December 7, 2000, and incorporated herein by reference.
5.1	Opinion regarding legality of securities to be offered.*
23.1	Consent of PricewaterhouseCoopers LLP, Independent Auditors.*
23.3	Consent of Mitchell & Titus LLP, Independent Auditors.*
23.4	Consent of Morris, Davis & Chan LLP, Independent Auditors.*
23.5	Consent of KPMG, Independent Auditors.*
23.6	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).*
24.1 to 24.13 24.16 to 24.18	Powers of Attorney for directors and certain officers of Registrant, authorizing the signing of the Registration Statement on Form S-8 and amendments thereto on their behalf.*

\* Previously filed.

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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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of San Francisco, State of California, on October 10, 2002.

**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 has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the 10th day of October, 2002.

**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 J. EATON\*

Robert J. Eaton

SAM GINN\*

Sam Ginn

CARLA A. HILLS\*

Carla A. Hills

**Principal Financial Officer**

JOHN S. WATSON\*

John S. Watson, Vice-President  
and Chief Financial Officer

FRANKLYN G. JENIFER\*

Franklyn G. Jenifer

J. BENNETT JOHNSTON\*

J. Bennett Johnston

**Principal Accounting Officer**

STEPHEN J. CROWE\*

Stephen J. Crowe, Vice-President and Comptroller

SAM NUNN\*

Sam Nunn

CHARLES R. SHOEMATE\*

Charles R. Shoemate

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FRANK A. SHRONTZ\*

Frank A. Shrontz

\*By

/s/ Lydia I. Beebe

Lydia I. Beebe, Attorney-in-Fact

THOMAS A. VANDERSLICE\*

Thomas A. Vanderslice

CARL WARE\*

Carl Ware

JOHN A. YOUNG\*

John A. Young



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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 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Guaynabo, Commonwealth of Puerto Rico, on the 23rd day of August 2002.

TEXACO PUERTO RICO INC.  
RETIREMENT SAVINGS PLAN

By /s/ Eric N. Nelson

Eric N. Nelson  
Administrator of the  
Texaco Puerto Rico Inc.  
Retirement Savings Plan

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24.1 to 24.13 24.16 to 24.18	Powers of Attorney for directors and certain officers of Registrant, authorizing the signing of the Registration Statement on Form S-8 and amendments thereto on their behalf.*

\* Previously filed as part of the Registration Statement.