

VALERO ENERGY CORP/TX  
Form 4  
January 30, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gorder Joseph W

2. Issuer Name and Ticker or Trading Symbol  
VALERO ENERGY CORP/TX  
[VLO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 696000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
COB, President and CEO

SAN ANTONIO, TX 78269-6000  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, \$.01 par value   | 01/26/2017                           |  | M                              | 25,420 A  | \$ 0 364,377  | D  |                                   |
| Common Stock, \$.01 par value   | 01/26/2017                           |  | M                              | 37,164 A  | \$ 0 401,541  | D  |                                   |
| Common Stock, \$.01 par value   | 01/26/2017                           |  | M                              | 30,425 A  | \$ 0 431,966  | D  |                                   |

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Common  
 Stock, \$0.01 par value  
 01/26/2017 S 39,057 D \$ 67.845 392,909 <sup>(1)</sup> D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares                         | (2)  | 01/26/2017                           |  | M                              | 12,710  | 01/26/2017 01/26/2017                                    | Common Stock  | 25,4                       |
| Performance Shares                         | (2)  | 01/26/2017                           |  | M                              | 17,523  | 01/26/2017 01/26/2018                                    | Common Stock  | 37,1                       |
| Performance Shares                         | (3)  | 01/26/2017                           |  | M                              | 19,590  | 01/26/2017 01/26/2019                                    | Common Stock  | 30,4                       |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Gorder Joseph W<br>P.O. BOX 696000<br>SAN ANTONIO, TX 78269-6000 | X             |           | COB, President and CEO |       |

## Signatures

Ethan A. Jones, as Attorney-in-Fact for Joseph W. Gorder  
 01/30/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The 392,909 amount does not include 3,140.233 shares indirectly owned by the person in a thrift plan.

(2) Settlement of previously awarded performance shares at 200% of base shares.

(3) Settlement of previously awarded performance shares at 150% of base shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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