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VALERO ENERGY CORP/TX  
Form 8-K  
February 11, 2004

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): FEBRUARY 5, 2004

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

DELAWARE (State or other jurisdiction of incorporation)	1-13175 (Commission File Number)	74-1828067 (IRS Employer Identification No.)
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ONE VALERO PLACE SAN ANTONIO, TEXAS (Address of principal executive offices)	78212 (Zip Code)
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Registrant's telephone number, including area code: (210) 370-2000

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ITEM 5. OTHER EVENTS.

On February 5, 2004, Valero Energy Corporation (the "Company") entered into an underwriting agreement for the public offering of an aggregate of up to 7,820,000 shares of Common Stock, par value \$0.01 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 February 11, 2004.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (c) Exhibits.
- 1.1 Underwriting Agreement dated February 5, 2004, between the Company and J.P. Morgan Securities Inc., as Underwriter.
- 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: February 11, 2004

By: /s/ Jay D. Browning

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Jay D. Browning  
Vice President and Secretary

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EXHIBIT INDEX

Number	Exhibit
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