

VALERO ENERGY CORP/TX

Form DEFA14A

March 17, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Valero Energy Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Stockholder Meeting Notice**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on Thursday, May 1, 2008**

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the 2008 Annual Meeting of Stockholders of Valero Energy Corporation are available on the Internet. Follow the instructions below to view the materials and vote online or request a printed copy. The items to be voted on and location of the annual meeting follow this page. Your vote is important!

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

**The Proxy Statement and Annual Report on Form 10-K are available at: [www.proxyvote.com](http://www.proxyvote.com)**

To view this material, have the 12-digit Control #(s) available.

**If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make the request as instructed below on or before April 17, 2008 to facilitate timely delivery.**

To request material: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control #(s) (located on the following page) in the subject line.**

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

**VALERO ENERGY CORPORATION  
ONE VALERO WAY  
SAN ANTONIO, TEXAS 78249**

**VALERO ENERGY CORPORATION  
Vote By Internet**

To vote *now* by Internet, go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., Eastern Time, the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares.

**Meeting Location**

The annual meeting for stockholders as of March 3, 2008  
is to be held on May 1, 2008 at 10:00 a.m., Central Time,  
at: Valero Energy Corporation  
One Valero Way  
San Antonio, Texas 78249

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**Stockholder Meeting Notice**

**The 2008 Annual Meeting of Stockholders of Valero Energy Corporation will be held on Thursday, May 1, 2008 at 10:00 a.m., Central Time, at Valero's offices located at One Valero Way, San Antonio, Texas 78249.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommends that you vote FOR the following proposals:**

1. Elect three Class II directors to serve until the 2011 annual meeting of stockholders or until their respective successors are elected and have been qualified:
  - 01) W.E. Bill Bradford
  - 02) Ronald K. Calgaard
  - 03) Irl F. Engelhardt
2. Ratify the appointment of KPMG LLP as Valero's independent registered public accounting firm for 2008.

**The Board of Directors recommends that you vote AGAINST the following proposals:**

3. Vote on a stockholder proposal entitled, Prohibition of Executive Officer Stock Sales During Stock Repurchase Periods.
4. Vote on a stockholder proposal entitled, Stockholder Ratification of Executive Compensation.
5. Vote on a stockholder proposal entitled, Disclosure of Corporate Political Contributions.

The above proposals are in addition to any other business properly brought before the meeting.