

VALERO ENERGY CORP/TX
Form 4
January 26, 2015

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 *
Crownover R. Michael

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP

P.O. BOX 696000

(Street)

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

SAN ANTONIO, TX 78269-6000

(City) (State) (Zip)

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)			
			Code	V	Amount	(D)	Price			
Common Stock, \$.01 par value	01/22/2015		M		13,675	A	\$ 0	107,341	D	
Common Stock, \$.01 par value	01/22/2015		M		7,326	A	\$ 0	114,667	D	
Common Stock, \$.01 par value	01/22/2015		M		5,360	A	\$ 0	120,027	D	

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Common Stock, \$01 par value 01/22/2015 F 8,077 D \$ 47.515 111,950 ⁽¹⁾ D

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	(2)	01/22/2015		M	8,203	01/22/2015 01/22/2015	Common Stock	13,67
Performance Shares	(3)	01/22/2015		M	3,663	01/22/2015 01/22/2016	Common Stock	7,32
Performance Shares	(3)	01/22/2015		M	2,680	01/22/2015 01/22/2017	Common Stock	5,36

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crownover R. Michael
P.O. BOX 696000
SAN ANTONIO, TX 78269-6000

EVP

Signatures

J. Stephen Gilbert, as Attorney-in-Fact for R. Michael Crownover

01/26/2015

**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 111,950 amount does not include 4,686.4 shares indirectly owned by the reporting person in a thrift plan.
- (2) Settlement of previously awarded performance shares at 166.7% of base shares.
- (3) Settlement of previously awarded performance shares at 200% 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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