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VALERO ENERGY CORP/TX

Form 4

February 11, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Gibbons, John D.
One Valero Place
San Antonio, TX 78212
USA

2. Issuer Name and Ticker or Trading Symbol

Valero Energy Corporation
VLO

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

01/31/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)

Executive Vice President and Chief Financial Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock, \$.01 par value (bonus share)	01/10/02	A	2,719	A		
Common Stock, \$.01 par value (tax withholding from bonus shares)	01/10/02	F	1,088	D	\$41.39	
Common Stock, \$.01 par value (settlement of '99 performance shares)	01/17/02	M	4,000	A		
Common Stock, \$.01 par value (settlement of '00 performance shares)	01/17/02	M	5,666	A		
Common Stock, \$.01 par value (settlement of '01 performance shares)	01/17/02	M	4,934	A		
Common Stock, \$.01 par value	01/17/02	F	5,846	D	\$40.435	50,419

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e (tax withholding for perf	02								
. share settlement)									

								19,666.5505	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
Performance Shares Award	(1)	01/17/02	A	11,000	A (1) 01/20/05	Common Stock (1)	
Performance Shares Settlement of '99 award	(2)	01/17/02	M	2,000	D 01/17/02	Common Stock (2)	
Performance Shares Settlement of '00 award	(2)	01/17/02	M	2,833	D 01/17/03	Common Stock (2)	
Performance Shares Settlement of '01 award	(2)	01/17/02	M	2,467	D 01/17/04	Common Stock (2)	

Explanation of Responses:

(1) Award of performance shares under the Valero Energy Corporation 2001 Executive Stock Incentive Plan. The performance shares vest incrementally over a three year period and are payable in common stock in amounts ranging from zero to 200 percent of the performance shares.

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

SIGNATURE OF REPORTING PERSON

J. Stephen Gilbert, as Attorney-in-Fact for John D. Gibbons

DATE

02/08/02