

VALERO ENERGY CORP/TX

Form 4

January 24, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KLESSE WILLIAM R**

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)

SAN ANTONIO, TX 78269-6000

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
COB & CEO

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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| common<br>stock,<br>\$.01 par<br>value | 01/22/2013                              |                                                             | M                                    | 199,634                                                                 | A \$ 0                                                                                                             | 1,077,120                                                               | D                                                                 |
| common<br>stock,<br>\$.01 par<br>value | 01/22/2013                              |                                                             | M                                    | 42,175                                                                  | A \$ 0                                                                                                             | 1,119,295                                                               | D                                                                 |
| common<br>stock,<br>\$.01 par<br>value | 01/22/2013                              |                                                             | F                                    | 101,491                                                                 | D \$<br>37.085                                                                                                     | 1,017,804 <sup>(1)</sup>                                                | D                                                                 |

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount                                                |
| performance shares                         | (2)                                                    | 01/22/2013                           |                                                    | M                              | 199,634                                                                                 | 01/22/2013 01/22/2014                                    | common stock 199                                            |
| performance shares                         | (3)                                                    | 01/22/2013                           |                                                    | M                              | 84,350                                                                                  | 01/22/2013 01/22/2013                                    | common stock 84,                                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |              |       |
|-------------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                                   | Director      | 10% Owner | Officer      | Other |
| KLESSE WILLIAM R<br>P.O. BOX 696000<br>SAN ANTONIO, TX 78269-6000 | X             |           | COB<br>& CEO |       |

## Signatures

J. Stephen Gilbert, as Attorney-in-Fact for William R. Klesse 01/24/2013

\_\_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 1,017,804 amount does not include 25,742.5160 shares indirectly owned by the reporting person in a thrift plan.

(2) Settlement of previously awarded performance shares at 100% of base shares.

(3) Settlement of previously awarded performance shares at 50% 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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