

VALERO ENERGY CORP/TX

Form 4

March 10, 2014

**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)  
03/06/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
COB and 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	03/06/2014		M		20,300	A	\$ 15.991 1,345,108
Common Stock, \$.01 par value	03/06/2014		S		20,300	D	\$ 52.4452 1,324,808
Common Stock, \$.01 par value	03/06/2014		S		53,426	D	\$ 52.3901 1,271,382

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Common Stock, \$0.01 par value	03/07/2014	G	V	53,248	D	\$ 0	1,218,134	D
Common Stock, \$0.01 par value	03/07/2014	M		30,200	A	\$ 15.991	1,248,334	D
Common Stock, \$0.01 par value	03/07/2014	S		30,200	D	\$ 52.9358	1,218,134	D
Common Stock, \$0.01 par value	03/10/2014	M		30,000	A	\$ 15.991	1,248,134	D
Common Stock, \$0.01 par value	03/10/2014	S		30,000	D	\$ 53.2737	1,218,134 <sup>(1)</sup>	D

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.**

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.991	03/06/2014		M	20,300	10/16/2009 10/16/2015	Common Stock 20,300
Employee Stock	\$ 15.991	03/07/2014		M	30,200	10/16/2009 10/16/2015	Common Stock 30,200

Option  
(right to  
buy)

Employee  
Stock

Option \$ 15.991 03/10/2014  
(right to  
buy)

M 30,000 10/16/2009 10/16/2015 Common Stock 30,000

## Reporting Owners

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

## Signatures

J. Stephen Gilbert, as Attorney-in-Fact for William R.  
Klesse 03/10/2014

\_\_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 1,218,134 amount does not include 26,285.144 shares indirectly owned by the reporting person in a thrift plan.

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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