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PREMCOR INC Form 4 January 30, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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					me and Tic c. (PCO)	ker or	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(====)				rting	ntification N Person, voluntary)	Number	Mo	tatement for nth/Day/Year 29/03	10 X O	Director			
(Street) Greenwich, CT 06870							Dat	5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Т	able	I Non-D	erivati	ve Seci	irities Acquired,	Dispose	d of, or Benef	icially Owned		
	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)		ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/29/03	,	P		10,000	` ′	19.20	(Instr. 3 & 4)	10,000	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

			0/1								
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	Me Ionth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securiti	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	
					1				C		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)	Year)		(Disposed of (D) (Instr. 3, 4 & 5)							Direct (D) or Indirect (I) (Instr. 4)	
			Code	V	(A)		Exer-cisable			Amount or Number of Shares			

Explanation of Responses:

By: /s/ Rosemary L. Klein
Attorney-in-Fact
**Signature of Reporting Person

<u>01/30/03</u> Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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