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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

TEXACO INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

74-1383447
(I.R.S. Employer Identification No.)

2000 WESTCHESTER AVENUE
WHITE PLAINS, NY 10650
(914) 253-4000
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

LYDIA I. BEEBE
VICE PRESIDENT & CORPORATE SECRETARY
575 MARKET STREET
SAN FRANCISCO, CA 94105
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:
Ruth Modisette, Esq.
David M. Koeninger, Esq.
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, California 94105

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TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3, Registration No. 33-31148, filed on September 26, 1989, pertaining to shares of the Registrant's common stock.

The undersigned Registrant hereby removes and withdraws from registration all securities registered pursuant to this Registration Statement which remain unissued.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on November 7, 2001.

TEXACO INC.

By: /s/ Lydia I. Beebe

Lydia I. Beebe
Vice President and Corporate Secretary