## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. ) \*

TEXACO, INC. (NAME OF ISSUER) COMMON STOCK (TITLE CLASS OF SECURITIES) 881694103 (CUSIP NUMBER)

CHECK THE FOLLOWING BOX IF A FEE IS BEING PAID WITH THIS STATEMENT.\_\_\_\_(A FEE IS NOT REQUIRED ONLY IF THE FILING PERSON: (1) HAS A PREVIOUS STATEMENT ON FILE REPORTING BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES DESCRIBED IN ITEM 1; AND (2) HAS FILED NO AMENDMENT SUBSEQUENT THERETO REPORTING BENEFICIAL OWNERSHIP OF FIVE PERCENT OR LESS OF SUCH CLASS.) (SEE RULE 13D-7).

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 881694103 PAGE 2A OF 5 PAGES 13G

- NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04 EMPLOYEE THRIFT PLAN OF TEXACO, INC. ESOP COMPONENT 04-1867445
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*

NOT APPLICABLE

- SEC USE ONLY
- CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

- SOLE VOTING POWER 0 SHARES
- SHARED VOTING POWER

12,167,007.710 SHARES (REPRESENTS 812,055.969 SERIES B SHARES CONVERTED TO COMMON [1 PFD = 12.868 COM] IN ADDITION TO 1,717,471.501 SHS COMMON

SOLE DISPOSITIVE POWER

0 SHARES

SHARED DISPOSITIVE POWER

12,167,007.710 SHARES (REPRESENTS 812,055.969 SERIES B SHARES CONVERTED TO COMMON [1 PFD = 12.868 COM] IN ADDITION TO 1,717,471.501 SHS COMMON

- AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,167,007.710 SHARES (REPRESENTS 812,055.969 SERIES B SHARES CONVERTED TO COMMON [1 PFD = 12.868 COM] IN ADDITION TO 1,717,471.501 SHS COMMON
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* NOT APPLICABLE
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.5%

CUS	BK IP NO. 881694103 13G	P.A	AGE 2B OF	5 PAGES	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO STATE STREET BANK AND TRUST COMM EMPLOYEE SAVINGS PLAN OF TEXACO	PANY, TRU	JSTEE		
2.	CHECK THE APPROPRIATE BOX IF A	MEMBER OF	A GROUP	*	
	NOT APPLICABLE			A B	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	BOSTON, MASSACHUSETTS				
5. 6.	SOLE VOTING POWER  0 SHARES SHARED VOTING POWER  813,904.994 SHARES (REPRESENTS 66,371.514 SERIES F SHARES  CONVERTED TO COMMON [1 PFD = 10 COM]  IN ADDITION TO 150,189.854 SHS COMMON)				
7.	SOLE DISPOSITIVE POWER  0 SHARES				
8.	SHARED DISPOSITIVE POWER  813,904.994 SHARES (REPRESENTS 66,371.514 SERIES F SHARES  CONVERTED TO COMMON [1 PFD = 10 COM]  IN ADDITION TO 150,189.854 SHS COMMON)				
9.	AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,904.994 SHARES (REPRESENTS 66,371.514 SERIES F SHARES CONVERTED TO COMMON [1 PFD = 10 COM] IN ADDITION TO 150,189.854 SHS COMMON)				
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* NOT APPLICABLE				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 .3%				
12.	12. TYPE OF REPORTING PERSON*				
CUS	BK CUSIP NO. 881694103 13G PAGE 2C OF 5 PAGES				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO STATE STREET BANK AND TRUST COMM VARIOUS COLLECTIVE INVESTMENT FO AND OTHER INDEX ACCOUNTS	PANY, TRU	JSTEE	BENEFIT PLANS	
2.	CHECK THE APPROPRIATE BOX IF A	MEMBER OF	A GROUP	*	
	NOT APPLICABLE			A B	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	BOSTON, MASSACHUSETTS				
<ul><li>5.</li><li>6.</li><li>7.</li><li>8.</li></ul>	SOLE VOTING POWER  1,742,417 SHARES SHARED VOTING POWER  0 SHARES SOLE DISPOSITIVE POWER  1,878,017 SHARES SHARED DISPOSITIVE POWER  0 SHARES				
9.	AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,878,017 SHARES				
10.	CHECK BOX IF THE AGGREGATE AMOUNT SHARES* NOT APPLICABLE	NT IN ROV	V (9) EXCI	LUDES CERTAIN	

12. TYPE OF REPORTING PERSON\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 . 7% TYPE OF REPORTING PERSON\* 12. BK CUSIP NO. 881694103 13G PAGE 2D OF 5 PAGES NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON STATE STREET BANK AND TRUST CO, TRUSTEE/CO-TRUSTEE 04-1867445 VARIOUS PERSONAL TRUST ACCOUNTS TEXACO, INC 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\* NOT APPLICABLE SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION BOSTON, MASSACHUSETTS SOLE VOTING POWER 333,617 SHARES SHARED VOTING POWER 36,915 SHARES 7. SOLE DISPOSITIVE POWER 280,592 SHARES SHARED DISPOSITIVE POWER 79,045 SHARES AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 370,532 SHARES 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* NOT APPLICABLE 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 .1% 12. TYPE OF REPORTING PERSON\* BK SCHEDULE 13G PAGE 3 OF 5 PAGES ITEM 1. (A) NAME OF ISSUER TEXACO, INC. (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 2000 WESTCHESTER AVENUE WHITE PLAINS NEW YORK, NY 10650 ITEM 2. (A) NAME OF PERSON FILING STATE STREET BANK AND TRUST COMPANY, TRUSTEE (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

COMMON STOCK

(E) CUSIP NUMBER

881694103

BOSTON, MASSACHUSETTS

(D) TITLE OF CLASS OF SECURITIES

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:
  - (B) \_X\_ BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

15,229,461.704 SHARES

(B) PERCENT OF CLASS

5.6%

- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 2,076,034 SHARES
  - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE 13,017,827.704 SHARES
  - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION

0F

2,158,609 SHARES

(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE

DISPOSITION OF

13,059,957.704 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT

HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

## **SIGNATURE**

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

STATE STREET BOSTON CORPORATION STATE STREET BANK AND TRUST COMPANY, TRUSTEE

/s/JANET DENNEEN
ASSISTANT SECRETARY