

THIS PROSPECTUS SUPPLEMENT, FILED UNDER RULE 424(b)(2), IS BEING RE-FILED AND IS AMENDING IN WHOLE THE PROSPECTUS SUPPLEMENT ORIGINALLY FILED WITH THE SEC ON MAY 29, 1998. THIS RE-FILING CONTAINS REVISIONS TO THE REDEMPTION PROVISIONS SECTION.

This Prospectus Supplement is filed pursuant to Rule 424(b)(2) under Registration Statement Nos. 333-46527 and 333-46527-01

PROSPECTUS SUPPLEMENT dated May 28, 1998 to PROSPECTUS dated February 26, 1998 and PROSPECTUS SUPPLEMENT dated March 4, 1998.

Pricing Supplement No. 3

TEXACO CAPITAL INC.
 SERIES 1998
 MEDIUM-TERM NOTES
 Guaranteed by
 Texaco Inc.

Notes Due More Than 9 Months From Date of Issue

Principal Amount: \$25,000,000.00
 Specified Currency: U.S. Dollar
 Fixed Rate Note: Yes
 Interest Rate: 6.125%

Maturity Date: June 17, 2005
 Extendible: No
 Final Maturity Date: N/A
 Issue Price: 100.000%
 Record Dates: Dec. 2 and June 2
 Interest Payment Dates: Dec. 17 and June 17
 Original Issue Date: 6/17/98
 Book-Entry Note: Yes
 Certificated Note: No
 Redemption Provisions: The Note may not be redeemed before 6/17/99. On or after that date, the Note may be redeemed, in whole at par, on the 17th of every December and June up to , but not including, the maturity date at the option of Texaco Inc. on not less than 30 days nor more than 60 days notice, at 100% of its principal amount, together with accrued interest to the date fixed for redemption.

Zero-Coupon Note: No

Floating Rate Note: No
 Base Rate: N/A
 - CD Rate: N/A
 - Commercial Paper Rate: N/A
 - Federal Funds Rate: N/A
 - LIBOR: N/A
 - Treasury Rate: N/A
 - Other: N/A
 Initial Interest Rate: N/A
 Interest Reset Period: N/A
 Interest Reset Dates: N/A
 Interest Determination Dates: N/A
 Interest Payment Period: N/A
 Interest Payment Dates: N/A
 Index Maturity: N/A
 Maximum Interest Rate: N/A
 Minimum Interest Rate: N/A
 Spread: N/A
 Spread Multiplier: N/A
 Issuer Able to Change Spread or Spread Multiplier: N/A

Repayment Provisions: No
 Currency Indexed Note: No
 - Denominated Currency: N/A
 - Indexed Currency: N/A
 - Face Amount: N/A
 - Base Exchange Rate: N/A
 - Calculation Agent: N/A
 - Reference Dealer: N/A
 Commodity Indexed Notes: No
 Other Terms: No

SalomonSmithBarney

 Name of Agent