

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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

DELAWARE  
(State or other jurisdiction of incorporation or organization)

51-0271861  
(I.R.S. Employer Identification No.)

C/O TEXACO INC.  
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)

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:  
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50 Fremont Street  
San Francisco, California 94105

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3, Registration Nos. 2-92135 and 2-92135-01, filed on July 10, 1984, pertaining to (a) Guaranteed Debt Securities of Texaco Capital Inc. and (b) Guaranties by Texaco Inc.

The undersigned Registrants hereby remove and withdraw 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, each of the Registrants 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

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Lydia I. Beebe  
Vice President and Corporate Secretary

TEXACO CAPITAL INC.

By: /s/ Lydia I. Beebe

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Lydia I. Beebe  
Vice President and Corporate Secretary