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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15 (d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
November 4, 1997

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

Delaware (State or other jurisdiction of incorporation)	1-27 (Commission File Number)	74-1383447 (I.R.S. Employer Identification Number)
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2000 Westchester Avenue, White Plains, New York (Address of principal executive offices)	10650 (Zip Code)
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(914) 253-4000

(Registrant's telephone number, including area code)

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Item 5. Other Events

On November 4, 1997, the shareholders of Monterey Resources, Inc. ("Monterey"), approved the merger of Monterey with a subsidiary of the Registrant, and the merger became effective on that date. Under the terms of the merger, Monterey shareholders will receive 0.3471 shares of Texaco Common Stock for each share of Monterey Common Stock, which will result in the issuance of 19,018,624 shares of Texaco Inc. Common Stock, if all Monterey shares are converted. As a result of the merger, Monterey became a wholly-owned subsidiary of the Registrant.

In this connection, on November 4, 1997, the Registrant issued a Press Release entitled "Monterey Resources Shareholders Approve Merger With Texaco," a copy of which is attached hereto as Exhibit 99.1 and made a part hereof.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

99.1 Press Release issued by Texaco Inc. dated November 4, 1997, entitled "Monterey Resources Shareholders Approve Merger with Texaco."

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEXACO INC.

(Registrant)

By: R. E. KOCH

(Assistant Secretary)

Date: November 6, 1997

MONTEREY RESOURCES SHAREHOLDERS

APPROVE MERGER WITH TEXACO
-----FOR IMMEDIATE RELEASE: TUESDAY, NOVEMBER 4, 1997.

WHITE PLAINS, N.Y., & BAKERSFIELD, CALIF., Nov. 4 - Texaco Inc. announced today that the shareholders of Monterey Resources, Inc. overwhelmingly approved the merger of Monterey with Texaco.

Under terms of the agreement, Monterey Resources shareholders will receive 0.3471 shares of Texaco common stock for each share of Monterey stock. As a result of the merger, Monterey will become a wholly owned subsidiary of Texaco, thereby enabling Texaco to maximize the potential value of Monterey's oil and gas assets.

The transaction will immediately increase Texaco's California production by 54,000 barrels per day, to 180,000 barrels per day. In addition, substantial growth in production is anticipated over the next few years.

Commenting on the merger, Texaco Chairman and Chief Executive Officer Peter I. Bijur said, "The combination of significant reserves and talented employees will enable us to further capitalize on our expertise in heavy crude oil production. Through technological leadership and the employment of best practices, we will build on Texaco's existing success in the U.S. upstream sector."

R. Graham Whaling, Chairman and Chief Executive Officer of Monterey Resources, said, "The results of the vote certainly endorse the merger of Monterey into Texaco. We are pleased that the transaction adds significant value for our shareholders and job opportunities for our employees."

Claire S. Farley, Vice President of Texaco and President, North America Production, added, "We have adopted the phrase 'Building the Best Future Together' to express Texaco and Monterey's shared ambition of effectively merging these two organizations. We are confident this merger will allow us to continue our momentum in building an outstanding and competitive business."

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EDITORS NOTE: This press release contains projections and other forward-looking statements within the meaning of section 21E of the Securities and Exchange Act of 1934. These projections and statements reflect the companies' current views with respect to future crude oil production. No assurances can be given, however, that these levels of production will be achieved and actual results could differ materially from those projected as a result of certain factors. A discussion of these factors is included in the companies' periodic reports filed with the Securities and Exchange Commission.

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