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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):
April 28, 1998

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 April 28, 1998, the stockholders of the Registrant approved an amendment to the Registrant's Rights Agreement, dated March 16, 1989, between the Registrant and ChaseMellon Shareholder Services, L.L.C., as Rights Agent ("Agreement"). The amendment extends the expiration date of the Agreement until May 1, 2004.

Pursuant to the Agreement, in 1989 the Registrant declared a dividend distribution of one Right (adjusted in 1997 to one-half Right due to a two-for-one stock split) for each outstanding share of common stock. Unless redeemed by the Registrant, the Rights will be exercisable only after a person acquires, obtains the right to acquire or commences a tender offer that would result in that person acquiring 20% or more of the outstanding common stock other than pursuant to a Qualifying Offer. A Qualifying Offer is an all-cash, fully financed tender offer for all outstanding shares of common stock which remains open for 45 days, which results in the acquiror owning a majority of the Registrant's voting stock, and in which the acquiror agrees to purchase for cash all remaining shares of common stock. The Rights entitle holders to purchase from the Registrant Units of the Registrant's Series D Junior Participating Preferred Stock (Series D). In general, each Right entitles the holder to acquire shares of Series D, or in certain cases common stock, property or other securities at a formula value equal to two times the exercise price of the Right.

A copy of the Agreement, as amended as of April 28, 1998, is incorporated herein

by reference to Exhibit 1, pages 40 through 78, of the Registrant's proxy statement dated March 17, 1998. Exhibit 1 includes a Form of Summary of Rights. The foregoing description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Agreement.

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

(C) Exhibits

- 99.1 Form of Amended Rights Agreement, dated March 16, 1989, as amended as of April 28, 1998, between Texaco Inc. and ChaseMellon Shareholder Services, L.L.C., as Rights Agent, incorporated herein by reference to Exhibit 1, pages 40 through 78, of Texaco Inc.'s proxy statement dated March 17, 1998, SEC File No. 1-27.

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: April 29, 1998
