

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

Form 10-K/A

AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1993 Commission file number 1-27

T e x a c o I n c .

(Exact name of registrant as specified in its charter)

Delaware

74-1383447

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

2000 Westchester Avenue

White Plains, New York

10650

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (914) 253-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, par value \$6.25	New York Stock Exchange Midwest Stock Exchange The Stock Exchange, London Basle, Geneva and Zurich Exchanges Amsterdam, Antwerp and Brussels Exchanges
Series C Variable Rate Cumulative Preferred Stock	New York Stock Exchange
Rights to Purchase Series D Junior Participating Preferred Stock	New York Stock Exchange
67/8% Cumulative Guaranteed Monthly Income Preferred Shares*	New York Stock Exchange
81/2% Notes, due February 15, 2003**	New York Stock Exchange
85/8% Debentures, due June 30, 2010**	New York Stock Exchange
8.65% Notes, due January 30, 1998**	New York Stock Exchange
9% Notes, due October 1, 1994**	New York Stock Exchange
9% Notes, due November 15, 1996**	New York Stock Exchange
9% Notes, due November 15, 1997**	New York Stock Exchange
9% Notes, due December 15, 1999**	New York Stock Exchange
93/4% Debentures, due March 15, 2020**	New York Stock Exchange
Extendible Notes, due June 1, 1999 (81/2% to June 1, 1998)**	New York Stock Exchange
Extendible Notes, due March 1, 2000 (9.45% to March 1, 2000)**	New York Stock Exchange
Extendible Notes, due January 15, 2000 (8.95% to January 15, 2000)**	New York Stock Exchange

- - - - -
* Issued by Texaco Capital LLC and the payments of dividends and payments on liquidation or redemption are guaranteed by Texaco Inc.

** Issued by Texaco Capital Inc. and unconditionally guaranteed by Texaco Inc.

The Registrant (1) HAS FILED all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) HAS BEEN subject to such filing requirements for the past 90 days.

Disclosure of delinquent filers in this Form 10-K, definitive proxy statement or information statements incorporated by reference in Part III of this Form 10-K pursuant to Item 405 of Regulation S-K is not applicable.

The aggregate market value of Texaco Inc. Common Stock held by non-affiliates at the close of business on February 28, 1994, based on the New York Stock Exchange composite sales price, was approximately \$16,803,000,000. The market value of Series B ESOP Convertible Preferred Stock held in the Employees Thrift Plan of Texaco Inc. at the close of business on February 28, 1994, totaled approximately \$669,901,000. The

liquidation value of Series F ESOP Convertible Preferred Stock held in the Employees Savings Plan of Texaco Inc. at the close of business on February 28, 1994, totaled approximately \$48,436,000.

As of February 28, 1994, there were 259,169,722 outstanding shares of Texaco Inc. Common Stock -- par value \$6.25.

Portions of the following documents are incorporated herein by reference:

Document -----	Part of Form 10-K -----
Texaco Inc. Annual Report to Stockholders for the year 1993	I, II
Proxy Statement of Texaco Inc. relating to the 1994 Annual Meeting of Stockholders	III

SIGNATURE

Form 10-K/A, Amendment to Annual Report filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, Texaco Inc. Amendment No. 1.

Pursuant to the requirements of Section 12(b)-15 of the Securities Exchange Act of 1934, the Registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the year 1993 as set forth below.

Independent Auditors' Report to the Stockholders of the Caltex Group of Companies to indicate the auditors' name, city and state where such report was issued.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Texaco Inc.

(Registrant)

R. E. Koch

By: -----
Assistant Secretary

Date: August 31, 1994

Independent Auditors' Report

To the Stockholders
The Caltex Group of Companies:

We have audited the accompanying combined balance sheets of the Caltex Group of Companies as of December 31, 1993 and 1992, and the related combined statements of income, retained earnings, and cash flows for each of the years in the three-year period ended December 31, 1993. In connection with our audits of the combined financial statements, we also have audited the financial statement schedules as listed in the accompanying index. These combined financial statements and financial statement schedules are the responsibility of the Group's management. Our responsibility is to express an opinion on these combined financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of the Caltex Group of Companies as of December 31, 1993 and 1992 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 1993, in conformity with generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic combined financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Notes 1 and 6 to the combined financial statements, effective January 1, 1992, the Group adopted the provisions of the Financial Accounting Standards Board's Statements of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" and No. 109, "Accounting for Income Taxes."

KPMG Peat Marwick

Dallas, Texas
February 15, 1994