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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT TO FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
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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:  
Terry M. Kee, Esq.  
Suzanne Awad, Esq.  
Pillsbury Winthrop LLP  
50 Fremont Street  
San Francisco, California 94105  
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TERMINATION OF REGISTRATION

This Post-Effective Amendment relates to the Registration Statement on Form S-8, Registration Statement No. 2-44415 filed on May 26, 1972, pertaining to Participations in the Incentive Compensation Plan and Capital Stock of the Registrant to be offered under the Incentive Compensation Plan Texaco Inc.

The undersigned Registrant hereby removes and withdraws from registration all securities registered pursuant to this Registration Statement which remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant 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 13, 2001.

TEXACO INC.

By: /s/ Lydia I. Beebe

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Lydia I. Beebe  
Vice President and Corporate Secretary