

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 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:
Ruth Modisette, Esq.
David M. Koeninger, Esq.
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, California 94105

=====

TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3, Registration Nos. 33-37342 and 33-37342-01, filed on October 17, 1990, pertaining to (a) Guaranteed Debt Securities and Warrants to Purchase 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

Lydia I. Beebe
Vice President and Corporate Secretary

TEXACO CAPITAL INC.

By: /s/ Lydia I. Beebe

Lydia I. Beebe
Vice President and Corporate Secretary