
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 4 to

Form S-8

**REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

CHEVRONTEXACO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

6001 Bollinger Canyon Road
San Ramon, California

(Address of Principal
Executive Offices)

94-0890210

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

94583

(Zip Code)

TEXACO INC. STOCK INCENTIVE PLAN
TEXACO INC. DIRECTOR AND EMPLOYEE DEFERRAL PLAN
TEXACO PUERTO RICO INC. RETIREMENT SAVINGS PLAN
CHEVRONTEXACO CORPORATION EMPLOYEE SAVINGS INVESTMENT PLAN
CHEVRONTEXACO CORPORATION LONG-TERM INCENTIVE PLAN
CHEVRONTEXACO CORPORATION DEFERRED COMPENSATION PLAN FOR MANAGEMENT EMPLOYEES

(Full title of the plans)

Lydia I. Beebe
ChevronTexaco Corporation
6001 Bollinger Canyon Road
San Ramon, CA 94583
(925) 842-1000

(Name, address and telephone
number, including area code,
of agent for service)

Copy to:
Terry M. Kee
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, CA 94105
(415) 983-1000

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	145,151,894 shares (1)	N/A	N/A	N/A (3)
Common Stock	4,782,829 shares (2)	N/A	N/A	N/A (3)
Total Registration Fee		N/A	N/A	N/A (3)

- (1) Includes 67,189,931 shares of Common Stock, in addition to the 77,961,963 registered on November 1, 2001 for issuance under the Texaco Inc. Stock Incentive Plan, the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, and the ChevronTexaco Corporation Long-Term Incentive Plan, to adjust for the Stock Split.
- (2) Includes 2,240,456 shares of Common Stock, in addition to the 2,542,373 registered on November 1, 2001 representing shares of Common Stock attributable to deferred compensation obligations under the ChevronTexaco Corporation Deferred Compensation Plan for Management Employees, to adjust for the Stock Split.
- (3) The Registrant previously paid the registration fee in connection with the registration of a total of 80,504,336 shares of Common Stock on November 1, 2001 under this registration statement. Pursuant to Rule 416 under the Securities Act of 1933, this registration statement is deemed to cover the additional shares resulting from the Stock Split and no additional fee is required to be paid.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

The Registrant has previously registered 80,504,336 shares of its Common Stock, par value \$.75 per share, previously reserved for issuance under the Texaco Inc. Stock Incentive Plan, the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, the ChevronTexaco Corporation Long-Term Incentive Plan and the ChevronTexaco Corporation Deferred Compensation Plan For Management Employees (collectively, the "Plans") under currently effective Registration No. 333-72672 filed on November 1, 2001, as previously amended (the "Registration Statement").

As a result of a 2-for-1 stock split (the "Stock Split") of the Common Stock of the Registrant in the form of a stock dividend distributed on September 10, 2004 (the "Distribution Date") of one share of Common Stock for each share of Common Stock issued and outstanding on the record date of August 19, 2004, the 69,430,387 shares of Common Stock that are registered under the Registration Statement and not yet issued under the Plans as of the Distribution Date have been adjusted and increased by a ratio of 2-for-1, in order to account for the Stock Split and adjust the number of shares reserved and available for issuance pursuant to the Plans after the Distribution Date. Pursuant to Rule 416 under the Securities Act of 1933, the Registration Statement is deemed to cover these additional shares resulting from the Stock Split and the Registration Statement is hereby being amended to reflect the increase in the amount of shares of Common Stock registered.

This Post-Effective Amendment No. 4 affects only those provisions of the Registration Statement specifically restated herein. All other provisions of the Registration Statement remain unchanged.

Item 8. Exhibits

Exhibit Number	Exhibit
5.1	Opinion regarding legality of securities to be offered.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
24.1 to 24.14	Powers of Attorney for directors and certain officers of Registrant, authorizing the signing of the registration statement on Form S-8 on their behalf.

INDEX TO EXHIBITS

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24.1 to 24.14	Powers of Attorney for directors and certain officers of Registrant, authorizing the signing of the registration statement on Form S-8 on their behalf.

January 18, 2005

ChevronTexaco Corporation
6001 Bollinger Canyon Road
San Ramon, CA 94583

Re: Registration Statement on Form S-8 (333-72672)

Ladies and Gentlemen:

With reference to the Post-Effective Amendment No. 4 to Registration Statement on Form S-8 to be filed by ChevronTexaco Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, relating to shares of the Company's common stock, par value \$0.75 per share, issuable pursuant to the Texaco Inc. Stock Incentive Plan, the Texaco Inc. Director and Employee Deferral Plan, the Texaco Puerto Rico Inc. Retirement Savings Plan, the ChevronTexaco Corporation Employee Savings Investment Plan, the ChevronTexaco Corporation Long-Term Incentive Plan and the ChevronTexaco Corporation Deferred Compensation Plan for Management Employees (the "Plans"), it is our opinion that such shares, when sold in accordance with the Plans and applicable resolutions of the Board of Directors, will be legally issued, fully paid and nonassessable.

The foregoing opinion is limited to the federal laws of the United States, the laws of the State of California, and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 to the Registration Statement on Form S-8.

Very truly yours,

PILLSBURY WINTHROP LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-21805, 333-26731, 333-72672, 333-102269, 333-21809, 333-46261, 333-21807, and 333-105136) of our report dated February 25, 2004 relating to the financial statements and financial statement schedules of ChevronTexaco Corporation, which appears in ChevronTexaco Corporation's Annual Report on Form 10-K for the year ended December 31, 2003.

/s/ PRICEWATERHOUSECOOPERS LLP
PricewaterhouseCoopers LLP

San Francisco, California
January 18, 2005

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, ChevronTexaco Corporation, a Delaware corporation (the "Corporation"), contemplates filing with the Securities and Exchange Commission at Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and the regulations promulgated thereunder, Post-Effective Amendments to the Registration Statements on Form S-8 (File Nos. 333-46261, 333-72672, 333-102269 and 333-105136);

WHEREAS, the undersigned is an officer or director, or both, of the Corporation:

N O W, T H E R E F O R E, the undersigned hereby constitutes and appoints LYDIA I. BEEBE, TERRY MICHAEL KEE, PATRICIA L. TAI, WALKER C. TAYLOR, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Post-Effective Amendments to Registration Statements (any and all further post-effective amendments thereto) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 18th day of January, 2005.

/s/ DAVID J. O'REILLY

POWER OF ATTORNEY

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/s/ STEPHEN J. CROWE

POWER OF ATTORNEY

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/s/ MARK A. HUMPHREY

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 18th day of January, 2005.

/s/ ROBERT E. DENHAM

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 18th day of January, 2005.

/s/ ROBERT J. EATON

