

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 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)

94-0890210

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

6001 Bollinger Canyon Road
San Ramon, California

(Address of Principal
Executive Offices)

94583

(Zip Code)

CHEVRONTEXACO UK SHARE INCENTIVE PLAN

THE GROUP RETIREMENT SAVINGS PLAN OF THE CHEVRON CANADIAN EMPLOYEES'
SAVINGS PLAN ESTABLISHED BY CHEVRON CANADA LIMITED

INTERNATIONAL SAVINGS ASSISTANCE PLAN

(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	414,122 shares(1)	N/A	N/A	N/A(2)

- (1) Includes 61,807 shares of Common Stock, plus the 3,501,000 shares registered on December 30, 2002 for issuance under the ChevronTexaco UK Share Incentive Plan (the "UK Plan"), Group Retirement Savings Plan of the Chevron Canadian Employees' Savings Plan Established by Chevron Canada Limited and the International Savings Assistance Plan, minus 3,148,685 shares of Common Stock registered under this Registration Statement with respect to the UK Plan which are being deregistered under this registration statement as described in the Explanatory Note, to adjust for the Stock Split.
- (2) The Registrant previously paid the registration fee in connection with the registration of 352,315 shares of Common Stock on December 30, 2002 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 (i) 3,300,000 shares of its Common Stock, par value \$.75 per share, reserved for issuance under the ChevronTexaco UK Share Incentive Plan (the "UK Plan"), (ii) 108,000 shares of its Common Stock, par value \$.75 per share, reserved for issuance under the Group Retirement Savings Plan of the Chevron Canadian Employees' Savings Plan Established by Chevron Canada Limited (the "Canada Plan"), and (iii) 93,000 shares of its Common Stock, par value \$.75 per share, reserved for issuance under the International Savings Assistance Plan (the "International Plan"), in each case, under this currently effective Registration No. 333-102269 filed on December 30, 2002 (the "Registration Statement").

On April 28, 2004, the UK Plan was merged with the ChevronTexaco Long Term Incentive Plan (the "LTIP") and, as a result, the UK Plan no longer exists as a separate plan. At the time of the merger, 3,148,685 out of the 3,300,000 share of Common Stock registered under this Registration Statement remained unissued. The Registrant intends to carry these shares over to a new registration statement relating to the LTIP and therefore deregisters those shares from this 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 61,807 shares of Common Stock that remain registered under the Registration Statement and are not yet issued 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 those 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. 1 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
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Ramon, State of California, on January 18, 2005.

CHEVRONTEXACO CORPORATION

By DAVID J. O'REILLY*
David J. O'Reilly
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 18th day of January, 2005.

Principal Executive Officers (and Directors)

DAVID J. O'REILLY*
David J. O'Reilly, Chairman of the Board and
Chief Executive Officer

PETER J. ROBERTSON*
Peter J. Robertson, Vice-Chairman of the
Board

Principal Financial Officer

STEPHEN J. CROWE *
Stephen J. Crowe, Vice-President
and Chief Financial Officer

Principal Accounting Officer

MARK A. HUMPHREY*
Mark A. Humphrey, Vice-President
and Comptroller

*By /s/ Patricia L. Tai
Patricia L. Tai, Attorney-in-Fact

Directors

SAMUEL H. ARMACOST*
Samuel H. Armacost

ROBERT E. DENHAM*
Robert E. Denham

ROBERT J. EATON*
Robert J. Eaton

SAM GINN*
Sam Ginn

CARLA A. HILLS*
Carla A. Hills

FRANKLYN G. JENIFER*
Franklyn G. Jenifer

J. BENNETT JOHNSTON*
J. Bennett Johnston

SAM NUNN*
Sam Nunn

CHARLES R. SHOEMATE*
Charles R. Shoemate

CARL WARE*
Carl Ware

INDEX TO EXHIBITS

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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**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);

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_____/s/ PETER J. ROBERTSON_____

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/ STEPHEN J. CROWE

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/ MARK A. HUMPHREY

POWER OF ATTORNEY**KNOW ALL MEN BY THESE PRESENTS:**

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

/s/ SAMUEL H. ARMACOST

POWER OF ATTORNEY

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/s/ ROBERT E. DENHAM

POWER OF ATTORNEY

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/s/ ROBERT J. EATON

POWER OF ATTORNEY

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/s/ SAM GINN

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/ CARLA A. HILLS

POWER OF ATTORNEY

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/s/ FRANKLYN G. JENIFER

POWER OF ATTORNEY

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/s/ J. BENNETT JOHNSTON

POWER OF ATTORNEY

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/s/ SAM NUNN

POWER OF ATTORNEY**KNOW ALL MEN BY THESE PRESENTS:**

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/s/ CHARLES R. SHOEMATE

POWER OF ATTORNEY

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/s/ CARL WARE