

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: November 19, 2002
(Date of earliest event reported)

CHEVRONTEXACO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-368-2
(Commission File Number)

94-0890210
(IRS Employer
Identification No.)

575 Market Street, San Francisco, CA 94105
(Address of principal executive offices including Zip Code)

Registrant's telephone number, including area code: **(415) 894-7700**

Item 5. Other Events.

On November 19, 2002, ChevronTexaco Corporation (the "Registrant") amended the Rights Agreement, dated as of November 23, 1998, as amended, between ChevronTexaco and Mellon Investor Services LLC, as rights agent (the "Rights Agent"). The Rights Agreement was amended so that ChevronTexaco's Series A Preferred Stock Purchase Rights will expire on November 23, 2003, five years earlier than November 23, 2008, the initial expiration date of the Plan. ChevronTexaco issued a press release in connection with this amendment. The press release and the Rights Agreement, as amended, are attached hereto as exhibits and incorporated herein by reference.

Item 7(c). Exhibits.

- Exhibit 4.1 Rights Agreement, dated as of November 23, 1998, between the Registrant and the Rights Agent, which includes as Exhibit B the form of Rights Certificate. (Incorporated by reference to Exhibit 4.1 of the Registration Statement on Form 8-A filed by the Registrant on November 25, 1998.)
- Exhibit 4.2 Amendment No. 1 to Rights Agreement, dated as of October 15, 2000, between the Registrant and the Rights Agent. (Incorporated by reference to Exhibit 4.2 of the Amendment No. 1 to Registration Statement on Form 8-A/A filed by the Registrant on December 7, 2000.)
- Exhibit 4.3 Amendment No. 2 to Rights Agreement, dated as of November 19, 2002, between the Registrant and the Rights Agent. (Incorporated by reference to Exhibit 4.3 of the Amendment No. 2 to Registration Statement on Form 8-A/A filed by the Registrant on November 20, 2002.)
- Exhibit 99.1 Press Release dated November 19, 2002.

Signature

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 19, 2002

CHEVRONTEXACO CORPORATION

/s/ LYDIA I. BEEBE

Lydia I. Beebe, Corporate Secretary

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ChevronTexaco Amends Stockholder Rights Plan

SAN FRANCISCO, Nov. 19, 2002 - ChevronTexaco (NYSE: CVX) today announced that it has amended its Stockholders' Rights Plan to expire on November 23, 2003, five years earlier than the initial final expiration date of the Plan.

At its meeting on October 30, the Board of Directors adopted a proposal to shorten the term of the Rights Plan recommended by the Board Nominating and Governance Committee, which is composed exclusively of non-employee directors. The Board Nominating and Governance Committee made the recommendation after reviewing the slim majority of support by stockholders for ChevronTexaco's position concerning the Corporation's Rights Plan. A stockholder proposal to require stockholder approval for the Rights Plan, or its repeal, was narrowly defeated by 50.6% of shares voted at the 2002 Annual Meeting.

The Board of Directors believes that amending the plan to accelerate its expiration date is a responsible and appropriate response to the recent stockholder vote. Following the expiration of the amended plan in November 2003, the Board would be free to adopt a new plan.

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11/19/02

Contact: Nicole Hodgson -- 415/894-4246