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UNITED STATES
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 (Date of earliest event reported):
November 29, 1994

TEXACO INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-27 (Commission File Number)	74-1383447 (I.R.S. Employer Identification Number)
2000 Westchester Avenue, White Plains, New York (Address of principal executive offices)		10650 (Zip Code)

(914) 253-4000

(Registrant's telephone number, including area code)

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Item 5. Other Events

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1. On November 29, 1994, the Registrant announced that it had entered into a memorandum of understanding with Apache Corporation (Apache) outlining the terms under which Apache would purchase more than 300 producing fields for approximately \$600 million. The sale is expected to close in the first quarter of 1995, with an effective date of January 1, 1995, subject to the signing of the purchase and sale agreement, certain government approvals and the approval by both companies' Board of Directors.

In this connection, on November 29, 1994, the Registrant issued a press release entitled "Texaco Announces Sale of Producing Properties to Apache Corporation" a copy of which is attached hereto as Exhibit 99.1 and made a part of hereof.

Item 7. Financial Statement, Pro Forma Financial Information and

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Exhibits

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(c) Exhibits

99.1 Copy of press release issued by Texaco Inc.,

dated November 29, 1994 entitled "Texaco
Announces Sale of Producing Properties to
Apache Corporation."

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SIGNATURES

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

TEXACO INC.

(Registrant)

By: R. E. KOCH

(Assistant Secretary)

Date: December 1, 1994

TEXACO ANNOUNCES SALE OF PRODUCING PROPERTIES
TO APACHE CORPORATION

FOR IMMEDIATE RELEASE: TUESDAY, NOVEMBER 29, 1994.

HOUSTON, Nov. 29 - Texaco and Apache Corporation have signed a memorandum of understanding outlining the terms under which Apache would purchase more than 300 scattered Texaco producing fields for approximately \$600 million. The effective date of the sale is to be January 1, 1995, with an expected closing in the first quarter of 1995.

On July 5, Texaco announced several key action steps for worldwide enhanced growth, one of which was to dispose of underperforming U.S. properties which cumulatively contribute zero earnings and less than ten percent of Texaco's domestic upstream cash flow. The sale of these properties, and the redirection of proceeds from it, represents a significant milestone in implementing that plan.

Commenting on the sale, Texaco Exploration and Production Inc. (TEPI) President, Clarence P. Cazalot, Jr., said, "Achieving greater shareholder value by focusing human resources and capital assets on our most profitable properties is a cornerstone of our plan for growth. The proceeds from this sale will be redeployed into growth opportunities across the company, including major expenditures on core producing properties in the U.S."

The properties included in the sale are located in the Permian Basin in Texas, offshore Gulf of Mexico, onshore Louisiana, East and South Texas, Rocky Mountains, and the Midcontinent area of the U.S. The sale is subject to signing of the purchase and sale agreement, certain government approvals, as well as approval by both companies' Boards of Directors.

Not included in this sale are selective other producing properties largely in California and the Williston Basin in North Dakota, which Texaco also has offered for sale.

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