



**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 CORPORATION NON-EMPLOYEE DIRECTORS' EQUITY  
COMPENSATION AND DEFERRAL 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	770,437 shares(1)	N/A	N/A	N/A(2)

- (1) Includes 380,229 shares of Common Stock, in addition to the 390,208 registered on May 9, 2003 for issuance under the ChevronTexaco Corporation Non-Employee Directors' Equity Compensation and Deferral Plan, to adjust for the Stock Split.
- (2) The Registrant previously paid the registration fee in connection with the registration of 390,208 shares of Common Stock on May 9, 2003 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 390,208 shares of its Common Stock, par value \$.75 per share, previously reserved for issuance under the ChevronTexaco Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (the "Plan") under currently effective Registration No. 333-105136 filed on May 9, 2003 (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 380,229 shares of Common Stock that are registered under the Registration Statement and not yet issued under the Plan 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 Plan 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.

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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.

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## 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 18<sup>th</sup> 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

#### 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

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

## 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 (333-105136)

Ladies and Gentlemen:

With reference to the Post-Effective Amendment No. 1 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 ChevronTexaco Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (the "Directors' Plan"), it is our opinion that such shares, when sold in accordance with the Directors' Plan 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**

**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**

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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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**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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/s/ ROBERT J. EATON



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

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*/s/ SAM GINN*

**POWER OF ATTORNEY**

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*/s/ CARLA A. HILLS*

**POWER OF ATTORNEY**

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/s/ FRANKLYN G. JENIFER



**POWER OF ATTORNEY**

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/s/ SAM NUNN



**POWER OF ATTORNEY**

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/s/ CARL WARE