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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

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

DELAWARE
(State or other jurisdiction of incorporation or organization)

74-1383447
(I.R.S. Employer Identification No.)

2000 WESTCHESTER AVENUE
WHITE PLAINS, NY 10650
(914) 253-4000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

LYDIA I. BEEBE
VICE PRESIDENT & CORPORATE SECRETARY
575 MARKET STREET
SAN FRANCISCO, CA 94105
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Terry M. Kee, Esq.
Suzanne Awad, Esq.
Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, California 94105

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TERMINATION OF REGISTRATION

This Post-Effective Amendment relates to the Registration Statement on Form S-8, Registration Statement No. 2-53119 filed on March 25, 1975, as amended, pertaining to Participations in the Incentive Compensation Plan and Capital Stock of the Registrant to be offered under the Incentive Compensation Plan Texaco Inc.

The undersigned Registrant hereby removes and withdraws from registration all securities registered pursuant to this Registration Statement which remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on November 13, 2001.

TEXACO INC.

By: /s/ Lydia I. Beebe

Lydia I. Beebe
Vice President and Corporate Secretary