

CHEVRONTEXACO CORP

Form S-8 POS

January 18, 2005

---

As filed with the Securities and Exchange Commission on January 18, 2005.

Registration No. 333-105136

**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

94-0890210

(State or other jurisdiction of  
incorporation or organization)

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

6001 Bollinger Canyon Road  
San Ramon, California

94583

(Address of Principal  
Executive Offices)

(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

Copy to:  
Terry M. Kee  
Pillsbury Winthrop LLP  
50 Fremont Street  
San Francisco, CA 94105  
(415) 983-1000

(Name, address and telephone  
number, including area code,  
of agent for service)



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.

---

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.

---

**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)**

**Directors**

**DAVID J. O REILLY\***

**SAMUEL H. ARMACOST\***

David J. O Reilly, Chairman of the Board and  
Chief Executive Officer

Samuel H. Armacost

**PETER J. ROBERTSON\***

**ROBERT E. DENHAM\***

Peter J. Robertson, Vice-Chairman of the  
Board

Robert E. Denham

**ROBERT J. EATON\***

Robert J. Eaton

**SAM GINN\***

Sam Ginn

**Principal Financial Officer**

**STEPHEN J. CROWE \***

**CARLA A. HILLS\***

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

Carla A. Hills

**FRANKLYN G. JENIFER\***

**Principal Accounting Officer**

Franklyn G. Jenifer

**MARK A. HUMPHREY\***

**J. BENNETT JOHNSTON\***

J. Bennett Johnston

Mark A. Humphrey, Vice-President  
and Comptroller

SAM NUNN\*

Sam Nunn

CHARLES R. SHOEMATE\*

Charles R. Shoemate

---

INDEX TO 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.