

Gordor Joseph W
Form 4
January 28, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gordor Joseph W

2. Issuer Name **and** Ticker or Trading
Symbol
VALERO ENERGY CORP/TX
[VLO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 696000
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

COB, President and CEO

SAN ANTONIO, TX 78269-6000

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	01/24/2019		M	13,544 A	\$ 0 473,678	D	
Common Stock, \$.01 par value	01/24/2019		F	5,363 D	\$ 79.165 468,315	D	
Common Stock, \$.01 par value	01/24/2019		D	4,090 D	\$ 0 464,225 ⁽¹⁾	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares	(2)	01/24/2019		M	19,590	01/24/2019 01/24/2019	Common Stock 13,5
Performance Shares	(3)	01/24/2019		M	27,473	01/24/2019 01/24/2020	Common Stock 0
Performance Shares	(4)	01/24/2019		M	23,767	01/24/2019 01/24/2021	Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gorder Joseph W P.O. BOX 696000 SAN ANTONIO, TX 78269-6000	X COB, President and CEO

Signatures

Ethan A. Jones, as Attorney-in-Fact for Joseph W. Gorder
01/28/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 464,225 amount does not include 3,376.756 shares indirectly held by the reporting person in a thrift plan.
- (2) Settlement of previously awarded performance shares at 62.5% of base shares pursuant to the terms of a Performance Share Agreement.
- (3) Settlement of previously awarded performance shares at 0% of base shares pursuant to the terms of a Performance Share Agreement.

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(4) Settlement of previously awarded performance shares at 0% of base shares pursuant to the terms of a Performance Share Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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