

VALERO ENERGY CORP/TX

Form 8-K

January 31, 2006

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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): January 31, 2006**  
**VALERO ENERGY CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-13175</b> (Commission File Number)	<b>74-1828067</b> (IRS Employer Identification No.)
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<b>One Valero Way</b> <b>San Antonio, Texas</b> (Address of principal executive offices)	<b>78249</b> (Zip Code)
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Registrant's telephone number, including area code: **(210) 345-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Press Release

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**Item 2.02 Results of Operations and Financial Condition.**

On January 31, 2006, Valero Energy Corporation (the Company ) issued a press release announcing financial results for the Company s fourth quarter and year ended December 31, 2005 earnings. A copy of the press release is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

The press release discloses a financial measure ( Earnings per Common Share Assuming Dilution Excluding Premcor LIFO Charge, Javelina Disposition Gain and Clear Lake Methanol Write-Off ) that is a non-GAAP financial measure as defined under SEC rules. The press release furnishes a reconciliation of that financial measure to its nearest GAAP financial measure. The Company presented the non-GAAP financial measure in order to present its results of operations exclusive of certain nonrecurring items.

The information in this report is being furnished, not filed, pursuant to Item 2.02 of Form 8-K. Accordingly, the information in this report, including the press release, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release dated January 31, 2006.

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**SIGNATURE**

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.

VALERO ENERGY  
CORPORATION

Date: January 31, 2006

By: /s/ Jay D. Browning

Jay D. Browning  
Vice President and  
Secretary

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**EXHIBIT INDEX**

Number	Exhibit
99.1	Press Release dated January 31, 2006.

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