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VALERO ENERGY CORP/TX

Form 4

November 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

X Form filed by One Reporting Person _ Form filed by More than One Reporting

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KLESSE WILLIAM R Issuer Symbol VALERO ENERGY CORP/TX (Check all applicable) [VLO] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) P.O. BOX 696000 11/09/2012 COB, CEO & President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SAN ANTONIO, TX 78269-6000

5711 711 71 70207		Person							
(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	11/09/2012		A	179,383 (1)	A	\$ 0	942,872	D	
Common Stock, \$.01 par value	11/09/2012		F	65,386 (2)	D	\$ 29.2301	877,486 <u>(3)</u>	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) (A) or of (D)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 29.2301	11/09/2012		A	92,250	<u>(4)</u>	11/09/2022	Common Stock	92,2
Performance Shares	<u>(5)</u>	11/09/2012		A	110,700	<u>(5)</u>	01/31/2016	Common Stock	<u>(5)</u>

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	-

KLESSE WILLIAM R P.O. BOX 696000

X

COB, CEO & President

Other

SAN ANTONIO, TX 78269-6000

Signatures

J. Stephen Gilbert, as Attorney-in-Fact for William R. Klesse

11/09/2012

**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) Award of restricted stock subject to time vesting.
- (2) Shares withheld to satisfy tax obligation for restricted stock holdings.
- (3) The 877,486 amount does not include 25,607.6250 shares indirectly owned by the reporting person in a thrift plan.
- (4) The options become exercisable, if at all, annually in equal one-third increments if the reported market price of the issuer's common stock on the NYSE equals or exceeds 25 percent of the options' exercise price.
- (5) The performance shares vest annually in one-third increments beginning in January 2014 and are payable in shares of common stock in amounts ranging from zero to 200 percent of the performance shares.

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

Reporting Owners 2

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