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PREMCOR	INC									
Form 4 May 05, 200	5									
FORM									PPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 of Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed purs Section 17(a	uant to Section 1) of the Public U	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)									
1. Name and A Foley David	Symbol	2. Issuer Name and Ticker or Trading Symbol PREMCOR INC [PCO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	First) (Middle) 3. Date of Earliest Transaction					(Chec	ск ан аррисаби	e)	
	LACKSTONE 5 PARK AVENU	(Month/E 05/04/2 E	-				X Director Officer (give below)		o Owner er (specify	
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
NEW YORI	K, NY 10154	Filed(Mor	nth/Day/Year))			Applicable Line) _X_ Form filed by 0 Form filed by M Person			
(City)	(State) (Zip) Tabl	le I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned	
(Instr. 3) any		Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			l of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/04/2005	05/04/2005	J <u>(1)</u>	3,693	А	(1)	3,693	Ι	See (1) (4)	
Common Stock	05/04/2005	05/04/2005	J <u>(2)</u>	16,306	А	\$ 0 (2)	16,306	I	See (2) (4)	
Common Stock	05/04/2005	05/04/2005	J <u>(3)</u>	77	А	$\begin{array}{c} \$ \ 0 \\ \hline (3) \end{array}$	77	Ι	See (3) (4)	

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

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number.

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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

er

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Othe				
Foley David C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X							
Signatures								
/s/ David I. Foley 05/04/2	2005							

**Signature ofDateReporting Person

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).
- On May 4, 2005, the Reporting Person was given investment control with respect to that number of shares of common stock of Premcor
 (1) Inc. (the "Common Stock") owned by Blackstone Family Investment Partnership III L.P., of which the Reporting Person is a limited partner, proportionate to the Reporting Person's limited partnership interest therein.
- On May 4, 2005, the Reporting Person was given investment control with respect to that number of shares of Common Stock owned by(2) Blackstone Management Associates III L.L.C., of which the Reporting Person is a non-controlling member, proportionate to the Reporting Person's membership interest therein.

On May 4, 2005, the Reporting Person was given investment control with respect to that number of shares of Common Stock owned by
 (3) Blackstone Services (Cayman) III LDC, proportionate to the Reporting Person's limited partnership interest in Blackstone Capital Associates III L.P., which has a partnership interest in Blackstone Services (Cayman) III LDC.

(4) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this filing shall not be deemed an admission that he is the beneficial owner of any of the securities covered by this Statement.

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

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