

PREMCOR INC  
Form S-1MEF  
January 24, 2003

As filed with the Securities and Exchange Commission on January 24, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**PREMCOR INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2911**  
(Primary Standard Industrial  
Classification Code Number)

**43-1851087**  
(I.R.S. Employer  
Identification Number)

**1700 East Putnam Avenue**  
**Suite 500**  
**Old Greenwich, Connecticut 06870**  
**(203) 698-7500**  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Michael D. Gayda, Esq.**  
**Premcor Inc.**  
**1700 East Putnam Avenue**  
**Suite 500**  
**Old Greenwich, Connecticut 06870**  
**(203) 698-7500**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*With copies to:*

**Martin H. Neidell, Esq.**  
**Stroock & Stroock & Lavan LLP**  
**180 Maiden Lane**  
**New York, New York 10038**  
**(212) 806-5836**  
**Facsimile: (212) 806-7836**

**Winthrop B. Conrad Jr., Esq.**  
**Davis Polk & Wardwell**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**(212) 450-4890**  
**Facsimile: (212) 450-3890**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-102087

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount Of Registration Fee(1)</b>
Common Stock, par value, \$.01 per share	1,150,000 shares	\$20.00	\$23,000,000	\$2,116

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- (1) The Company previously registered an aggregate of \$288,966,250 worth of Common Stock on a Registration Statement on Form S-1 (File No. 333-102087), for which a filing fee of \$26,585 was previously paid upon the filing of such Registration Statement. The Registrant has instructed a bank to transmit by wire transfer the filing fee to the Securities and Exchange Commission, the Registrant will not revoke such instruction and will confirm the receipt of such instructions by the bank during regular business hours on the following business day, and it has sufficient funds in such account to cover the amount of the registration fee.
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**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Premcor Inc. hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (Note No. 333-102087) declared effective on January 23, 2003 by the Securities and Exchange Commission, including all exhibits thereto.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-102087 are incorporated by reference into, and shall be deemed part of, this registration statement, except for the following, which are filed herewith:

<b><u>EXHIBIT NUMBER</u></b>	<b><u>DESCRIPTION</u></b>
15	Awareness Letter from Deloitte & Touche LLP regarding the unaudited interim financial information for September 30, 2002 and 2001.
23.1	Consent of Stroock & Stroock & Lavan LLP
23.2	Consent of Deloitte & Touche LLP

(b) Financial Statement Schedules

All financial statement schedules filed with Registration Statement No. 333-102087 are incorporated by reference into, and shall be deemed part of, this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Premcor Inc. certifies that it has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in St. Louis, MO on January 23, 2003.

PREMCOR INC.

By:           /s/ DENNIS R. EICHHOLZ            
**Name: Dennis R. Eichholz**  
**Title: Senior Vice President**  
**Finance and Controller**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ <b>Thomas D. O Malley</b>	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	January 23, 2003
* _____ <b>William E. Hantke</b>	Executive Vice President and Chief Financial Officer (principal financial officer)	January 23, 2003
/s/ DENNIS R. EICHHOLZ _____ <b>Dennis R. Eichholz</b>	Senior Vice President Finance and Controller (principal accounting officer)	January 23, 2003
* _____ <b>David I. Foley</b>	Director	January 23, 2003
* _____ <b>Robert L. Friedman</b>	Director	January 23, 2003
* _____ <b>Richard C. Lappin</b>	Director	January 23, 2003
* _____ <b>Stephen I. Chazen</b>	Director	January 23, 2003
* _____ <b>Marshall A. Cohen</b>	Director	January 23, 2003
* _____ <b>Jefferson F. Allen</b>	Director	January 23, 2003
* _____ <b>Wilkes McClave III</b>	Director	January 23, 2003

\*By:           /s/ DENNIS R. EICHHOLZ

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**Name: Dennis R. Eichholz**  
**Attorney-in-Fact (1)**

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- (1) The Power of Attorney granted by each officer and certain directors was filed as an exhibit to the Registration Statement on Form S-1 (No. 333-102087) of the Registrant.

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**INDEX TO EXHIBITS**

**EXHIBIT NO.**

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- 23.1 Consent of Stroock & Stroock & Lavan LLP
- 23.2 Consent of Deloitte & Touche LLP