

PREMCOR INC
Form 8-K
May 31, 2005

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): May 27, 2005

PREMCOR INC.

(Exact name of registrant as specified in its charter)

Commission file number: 1-16827

Delaware
(State or other jurisdiction of
incorporation or organization)

43-1851087
(I.R.S. Employer
Identification No.)

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1700 East Putnam Avenue

Suite 400

Old Greenwich, Connecticut
(Address of principal executive offices)

06870
(Zip Code)

Registrant's telephone number, including area code: (203) 698-7500

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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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On May 27, 2005, the Company announced the resignation of two of its board members, David I. Foley and Robert L. Friedman. Mr. Foley was also a member of the Nominating and Corporate Governance Committee. Mr. Friedman was also a member of the Compensation Committee. A copy of the press release announcing the resignations is filed with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 27, 2005

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.

Premcor Inc.
(Registrant)

/s/ Dennis R. Eichholz

Dennis R. Eichholz
Senior Vice President and Controller

Date: May 27, 2005

Exhibit Index

Exhibit No.	Description
99.1	Press release dated May 27, 2005