

VALERO ENERGY CORP/TX  
Form 4  
November 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crownover R. Michael

2. Issuer Name and Ticker or Trading Symbol  
VALERO ENERGY CORP/TX  
[VLO]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 696000  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/24/2015

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP

SAN ANTONIO, TX 78269-6000  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, \$.01 par value   | 11/24/2015                           |  | M                              |   | 4,101 A \$ 24.582   | 138,848  | D  |
| Common Stock, \$.01 par value   | 11/24/2015                           |  | S                              |   | 4,101 D \$ 72.9781  | 134,747  | D  |
| Common Stock, \$.01 par value   | 11/24/2015                           |  | M                              |   | 6,106 A \$ 27.318   | 140,853  | D  |

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|                               |            |   |       |   |            |                        |   |
|-------------------------------|------------|---|-------|---|------------|------------------------|---|
| Common Stock, \$.01 par value | 11/24/2015 | S | 6,106 | D | \$ 72.9781 | 134,747                | D |
| Common Stock, \$.01 par value | 11/24/2015 | M | 4,466 | A | \$ 39.665  | 139,213                | D |
| Common Stock, \$.01 par value | 11/24/2015 | S | 4,466 | D | \$ 72.9781 | 134,747                | D |
| Common Stock, \$.01 par value | 11/24/2015 | M | 2,431 | A | \$ 48.565  | 137,178                | D |
| Common Stock, \$.01 par value | 11/24/2015 | S | 2,431 | D | \$ 72.9781 | 134,747 <sup>(1)</sup> | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Employee Stock Option (right to buy)       | \$ 24.582  | 11/24/2015                           |  | M                              | 4,101   | 10/28/2012   | 10/28/2021  | Common Stock               | 4,101 |

|  |           |            |   |       |            |            |                 |       |
|--|-----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.318 | 11/24/2015 | M | 6,106 | 11/09/2013 | 11/09/2022 | Common<br>Stock | 6,106 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 39.665 | 11/24/2015 | M | 4,466 | 11/08/2014 | 11/08/2023 | Common<br>Stock | 4,466 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 48.565 | 11/24/2015 | M | 2,431 | 10/24/2015 | 10/23/2024 | Common<br>Stock | 2,431 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Crownover R. Michael<br>P.O. BOX 696000<br>SAN ANTONIO, TX 78269-6000 |               |           | EVP     |       |

## Signatures

|   |            |
|---|------------|
| Ethan A. Jones, as Attorney-in-Fact for R. Michael<br>Crownover | 11/24/2015 |
| **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) The 134,747 amount does not include 4,782.935 shares indirectly owned by the reporting person in a thrift plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.