PREMCOR INC Form 4 May 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

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

may continue.

See Instruction

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 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person <u>*</u> Foley David

Symbol
PREMCOR INC [PCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

100001

(Last)

(Middle)

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

05/04/2005

__X__ Director _____ Officer (give title

below)

_____ 10% Owner _____ Other (specify

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Applicable Line)
X Form filed by One Reporting Person

____ Form filed by More than One Reporting

NEW YORK, NY 10154

(City)	(State) (Z	Z _{1p)} Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/04/2005	05/04/2005	<u>J(1)</u>	3,693	A	$\frac{\$ 0}{(1)}$	3,693	I	See (1) (4)
Common Stock	05/04/2005	05/04/2005	J(2)	16,306	A	\$ 0 (2)	16,306	I	See (2) (4)
Common Stock	05/04/2005	05/04/2005	<u>J(3)</u>	77	A	\$ 0 (3)	77	I	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Foley David C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154



Signatures

/s/ David I. 05/04/2005 Foley

**Signature of Date
Reporting 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 2

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