Pfeiffer Philip J. Form 4 May 06, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 *

Pfeiffer Philip J.

(Last) (First) (Middle)

P.O. BOX 696000

(City)

Common

par value

Stock, \$.01 05/02/2013

(Street)

SAN ANTONIO, TX 78269-6000

(State)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

VALERO ENERGY CORP/TX [VLO]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6.

D

Ownership

Indirect (I)

(Instr. 4)

(D) or

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Form: Direct Beneficial

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

Issuer

below)

Person

X_ Director

Applicable Line)

Officer (give title

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 3. Execution Date, if Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned Following Reported (A) Transaction(s)

or Code V Amount (D) Price

4,373 A

(Instr. 3 and 4)

17,012

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title Amoun Underly Securiti (Instr. 3	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pfeiffer Philip J.							
P.O. BOX 696000	X						
SAN ANTONIO, TX 78269-6000							

Signatures

J. Stephen Gilbert, as Attorney-in-Fact for Philip J.
Pfeiffer

05/06/2013

**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) Award of restricted stock. The shares of restricted stock will vest in three equal annual installments on the date of Valero's annual meeting of stockholders beginning with the 2014 annual meeting.

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.

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