

VALERO ENERGY CORP/TX  
Form 8-K  
February 27, 2012

**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): February 23, 2012**

**VALERO ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-13175**  
(Commission)

**74-1828067**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**One Valero Way**

**San Antonio, Texas 78249**

(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (210) 345-2000**

(Former name or former address, if changed since last report)

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (d) On February 23, 2012, the Board of Directors ( Board ) of Valero Energy Corporation ( Valero ) elected Philip J. Pfeiffer to the Board. On February 24, 2012, Valero issued a press release announcing the election of Mr. Pfeiffer. A copy of the press release is attached hereto as Exhibit 99.01.

Upon his election to the Board, Mr. Pfeiffer was awarded 4,000 restricted shares of Valero common stock in accordance with the terms of Valero's Restricted Stock Plan for Non-Employee Directors. The shares will vest annually in one-third increments on the dates of the next three annual meetings of Valero's stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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|-------|--|
| 10.01 | Valero Energy Corporation Restricted Stock Plan for Non-Employee Directors, as amended incorporated by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K/A dated July 11, 2007, and filed September 18, 2007. |
| 10.02 | Form of Restricted Stock Agreement incorporated by reference to Exhibit 10.03 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.   |
| 99.01 | Press release dated February 24, 2012.   |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALERO ENERGY CORPORATION

Date: February 27, 2012

By: /s/ Jay D. Browning  
Jay D. Browning  
Senior Vice President and Secretary