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PREMCOR USA INC
Form 15-12B
February 25, 2003

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| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB APPROVAL OMB Number: 3235-0167 Expires: October 31, 2004 Estimated average burden hours per response1.50 |
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FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 1-13514

PREMCOR USA INC.

(Exact name of registrant as specified in its charter)

1700 EAST PUTNAM AVENUE, SUITE 500
OLD GREENWICH, CT 06870
203-698-7500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

11 1/2% SUBORDINATED DEBENTURES DUE 2009

(Title of each class of securities covered by this Form)

N/A

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|-------------------------|--------------------------|-------------------------|-------------------------------------|
| Rule 12g-4 (a) (1) (i) | <input type="checkbox"/> | Rule 12h-3 (b) (1) (i) | <input type="checkbox"/> |
| Rule 12g-4 (a) (1) (ii) | <input type="checkbox"/> | Rule 12h-3 (b) (1) (ii) | <input type="checkbox"/> |
| Rule 12g-4 (a) (2) (i) | <input type="checkbox"/> | Rule 12h-3 (b) (2) (i) | <input type="checkbox"/> |
| Rule 12g-4 (a) (2) (ii) | <input type="checkbox"/> | Rule 12h-3 (b) (2) (ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input checked="" type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: NONE.

Pursuant to the requirements of the Securities Exchange Act of 1934 Premcor USA Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 25, 2003 By: /s/ Dennis R. Eichholz

Name: Dennis R. Eichholz
Title: Senior Vice President--Finance and Controller

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The

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registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.