

PREMCOR INC  
Form 8-K  
May 31, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to section 13 or 15 (d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 27, 2005**

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**PREMCOR INC.**

(Exact name of registrant as specified in its charter)

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**Commission file number: 1-16827**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**43-1851087**  
(I.R.S. Employer  
Identification No.)

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1700 East Putnam Avenue

Suite 400

Old Greenwich, Connecticut  
(Address of principal executive offices)

06870  
(Zip Code)

Registrant's telephone number, including area code: (203) 698-7500

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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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On May 27, 2005, the Company announced the resignation of two of its board members, David I. Foley and Robert L. Friedman. Mr. Foley was also a member of the Nominating and Corporate Governance Committee. Mr. Friedman was also a member of the Compensation Committee. A copy of the press release announcing the resignations is filed with this report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>               |
|--------------------|----------------------------------|
| 99.1               | Press release dated May 27, 2005 |

SIGNATURE

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

**Premcor Inc.**  
(Registrant)

Date: May 27, 2005

/s/ Dennis R. Eichholz

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Dennis R. Eichholz  
Senior Vice President and Controller

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>               |
|--------------------|----------------------------------|
| 99.1               | Press release dated May 27, 2005 |