## PREMCOR INC Form 4 January 31, 2003

(Last)

(City)

New York,

5. If Amendment, Date of Original (Month/Day/Year)

### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5 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(f) of the Investment Company Act of 1940 [\_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Response) 1. Name and Address of Reporting Person\* Stephen A. Schwarzman (First) (Middle) 345 Park Avenue, 31st Floor (Street) 10154 New York \_\_\_\_\_\_ (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol Premcor Inc. Symbol: PCO 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year January 29, 2003

		p of Reporting Per applicable)	son(s) to Issuer					
[_	-			10% Owner Other (speci	ify below)			
7. Ind								
	====== Table	INon-Derivative or Be	Securities Acquentically Owned	ired, Disposed				
(Instr. 3)			2A Deemed	3. Trans-	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, and 5)		4	5. Amount Securitie Beneficia Owned Fol
		2. Trans- action Date (Month/Day/Year)	Execution Date, if any (Month/Day Year	(Instr. 8)  ) Code V	Amount	(A) or (D)	Price	ing Report Transacti (Instr. 3
		1/29/03						
	owned he form i	on a separate lindirectly or indirectly or individual or i	ectly.			У		
Page 1	of 2	SEC	(Over): 1474 (3-99)					
-	or z	ed)						

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

\_\_\_\_\_\_

	2. Con- version or	Į.	3A.		5. Number of Derivative				7. Title and Amount of Underlying Securities	
	Exer- cise		Deemed Execu-	4. Trans-			6. Date Exercisa		(Instr. and 4)	
	Price	3. Trans-	tion		-	sposed		on Date	-	
1. Title	of		Date					_		Amount
of Derivative			_			•		Expira-		or Number
Security		•	•	· ·		,				of
	_			Code V						Shares
========	:======			:=======			:======			

### Explanation of Responses:

(1) Blackstone Management Associates III L.L.C. ("BMA"), as General Partner of Blackstone Capital Partners III Merchant Banking Fund L.P., Blackstone Offshore Capital Partners III L.P. and Blackstone Family Investment Partnership III L.P. is deemed to beneficially own such shares held by such entities. The Reporting Person is a founding member of BMA and as such may be deemed to share beneficial ownership for the shares owned by Blackstone Capital Partners III Merchant Banking Fund L.P., Blackstone Offshore Capital Partners III L.P. and Blackstone Family Investment Partnership III L.P. Each of BMA and the Reporting Person disclaims beneficial ownership of such shares.

/s/ Stephen A. Schwarzman
----Date: January 31, 2003

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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