

VALERO GP HOLDINGS LLC
 Form 3
 July 18, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â VALERO ENERGY CORP/TX		(Month/Day/Year) 07/13/2006	VALERO GP HOLDINGS LLC [VEH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
ONE VALERO WAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
SAN ANTONIO, Â TX Â 78249			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Units representing limited liability company interests	42,500,000 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALERO ENERGY CORP/TX ONE VALERO WAY SAN ANTONIO, TX 78249	^	^ X	^	^
Diamond Shamrock Refining & Marketing CO ONE VALERO WAY SAN ANTONIO, TX 78249	^	^ X	^	^
Sigmor CORP ONE VALERO WAY SAN ANTONIO, TX 78249	^	^ X	^	^
Shamrock Pipe Line CORP ONE VALERO WAY SAN ANTONIO, TX 78249	^	^ X	^	^

Signatures

/s/ Jay D. Browning, Valero Energy Corporation - Senior Vice President and Secretary	07/18/2006
__Signature of Reporting Person	Date
/s/ Jay D. Browning, Diamond Shamrock Refining and Marketing Company - Vice President and Secretary	07/18/2006
__Signature of Reporting Person	Date
/s/ Jay D. Browning, The Shamrock Pipe Line Corporation - Vice President and Secretary	07/18/2006
__Signature of Reporting Person	Date
/s/ Jay D. Browning, Sigmor Corporation - Vice President and Secretary	07/18/2006
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As of July 13, 2006, Valero Energy Corporation directly or indirectly owned 100% of each of Diamond Shamrock Refining and Marketing Company ("DSRMC"), Sigmor Corporation ("Sigmor"), The Shamrock Pipe Line Corporation ("SPLC"), Diamond Shamrock Refining Company, L.P. ("DSRC"), Valero Refining - New Orleans, L.L.C. ("VRNO"), Valero Refining Company - California ("VRCC") and Valero Refining - Texas, L.P. ("VRT").
- (2) As of July 13, 2006, DSRC directly owned 21,926,636 Units, Sigmor directly owned 12,523,275 Units, SPLC directly owned 5,750,032 Units, DSRC directly owned 2,298,782 Units and each of VRNO, VRO and VRI directly owned 425 Units.
- (3) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for the purposes of Section 16 or for any other purpose.

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

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