PURE RESOURCES INC Form SC TO-T/A September 23, 2002

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE TO/A (RULE 14D-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

74622E 10 2 (CUSIP Number of Class of Securities)

BARRY A. L. HOFFMAN, ESQ.

DEPUTY GENERAL COUNSEL

UNOCAL CORPORATION

2141 ROSECRANS AVENUE, SUITE 4000

EL SEGUNDO, CALIFORNIA 90245

(310) 726-7600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

COPIES TO:
DANIEL A. NEFF
ELLIOTT V. STEIN
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019
(212) 403-1000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$553,431,082

\$50,916

- * Estimated solely for the purpose of calculating the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (i) 23.20 the average of the high and low sales prices of Pure Resources, Inc.'s common stock and (ii) 23,854,788, the maximum number of shares to be acquired pursuant to this offer.
- [X] Check the box if any part of the fee is offset as provided by Rule $0-11(a)\ (2)$ and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

	Amount Previously Paid: \$50,916. Form or Registration No.: Form S-4.		_	
made Check the statement [X] third [] issue [] goind [X] amend Check the	the box if the filing relates solely to publified the commencement of a tender offer appropriate boxes below to designate any crelates: d-party tender offer subject to Rule 14d-1. For tender offer subject to Rule 13e-4. For tender offer subject to Rule 13e-3 diment to Schedule 13D under Rule 13d-2. For following box if the filing is a final amender offer: []	transactions to which t	he	
	SCHEDULE 13D			
	No. 74622E 10 2	-	Page 2 of 6 Pa	
		-		
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF Unocal Corporation 95-3825062	ABOVE PERSON		
2	CHECK THE APPROPRIATE BOX IF A MEMBER	R OF A GROUP	(a) [(b) [
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROC PURSUANT TO ITEMS 2(d) or 2(e)	CEEDINGS IS REQUIRED		[]

CITIZENSHIP OR PLACE OF ORGANIZATION

			COLE MORING POUR	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER	
		7	-0-	
		8	SHARED VOTING POWER	
			35,890,333(1)	
		0	SOLE DISPOSITIVE POWER	
		9	32,709,067	
			SHARED DISPOSITIVE POWER	
		10	-0-	
11	AGGREGATE AMOUNT BENE PERSON 35,890,333*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11			
13	71.3%			
1.4	TYPE OF REPORTING PERSON			
14	CO			
		·	:	

(1) Includes 32,709,067 shares directly owned by Union Oil Company of California, and 3,181,266 shares beneficially owned by Jack D. Hightower, with respect to which the reporting persons may be deemed to share voting control by virtue of the Voting Agreement (as described on the reporting persons joint Statement on Schedule 13D, as amended, which is incorporated herein by reference).

2

SCHEDULE 13D

CUSIP No. 74622E 10 2

Page 3 of 6 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC Union Oil Company of Cal 95-1315450	ATION NO. OF	ABOVE PERSON	
2	CHECK THE APPROPRIATE BO	X IF A MEMBER	OF A GROUP	(a) [] (b) []
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	00			
5	CHECK BOX IF DISCLOSURE PURSUANT TO ITEMS 2(d) o		EEDINGS IS REQUIRED	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
0	California			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER	
		7	-0-	
			SHARED VOTING POWER	
		8	35,890,333(2)	
		9	SOLE DISPOSITIVE POWER	
			32,709,067	
		10	SHARED DISPOSITIVE POWER	
		- v 	-0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,890,333*			
12	CHECK BOX IF THE AGGREGA	TE AMOUNT IN	ROW (11) EXCLUDES	
	PERCENT OF CLASS REPRESE	 NTED BY AMOUN	T IN ROW 11	

	13	
		71.3%
14	1 /1	TYPE OF REPORTING PERSON
	1.4	co

(2) Includes 32,709,067 shares directly owned by Union Oil Company of California, and 3,181,266 shares beneficially owned by Jack D. Hightower, with respect to which the reporting persons may be deemed to share voting control by virtue of the Voting Agreement (as described on the reporting persons joint Statement on Schedule 13D, as amended, which is incorporated herein by reference).

3

This Amendment No. 2 to the Tender Offer Statement on Schedule TO and combined Amendment No. 4 to the joint Statement on Schedule 13D (together with the Initial Schedule TO (as defined below) and as amended hereby, the "Schedule TO") are filed by Unocal Corporation, a Delaware corporation ("Unocal"), and its wholly owned subsidiary Union Oil Company of California, a California corporation ("Union Oil", together with Unocal, the "Reporting Persons"). The Schedule TO, amends and supplements (1) the Reporting Persons' Tender Offer Statement on Schedule TO filed on September 4, 2002 (the "Initial Schedule TO") and (2) the Reporting Persons' Statement on Schedule 13D, as amended and relates to the offer by Unocal to exchange 0.6527 of a share of Unocal common stock (including the associated preferred stock purchase rights) for each outstanding share of Pure Resources, Inc. common stock, on the terms and conditions contained in Unocal's prospectus, dated September 4, 2002, as amended, and in the related letter of transmittal, copies of which are incorporated by reference to Exhibit (a)(1) hereof and Exhibit (a)(2) to the Initial Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1 TO 11.

The information set forth in the Offer is incorporated herein by reference with respect to Items 1-11 of this Schedule TO.

ITEM 12. EXHIBITS

(a) (1) Prospectus dated September 4, 2002 (incorporated by reference from Unocal's Registration Statement on Form S-4 filed with the SEC on September 4, 2002, as amended by Amendment No. 1 to the Registration Statement on Form S-4 filed with the SEC on September 5, 2002, and as amended by Amendment No. 2 to the Registration Statement on Form S-4 filed with the SEC on September 20, 2002 (as amended, the "Form S-4")).

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable

4

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

UNION OIL COMPANY OF CALIFORNIA

By /s/ DOUGLAS M. MILLER

Name: Douglas M. Miller

Title: Vice President, Corporate

Development

UNOCAL CORPORATION

By /s/ DOUGLAS M. MILLER

Name: Douglas M. Miller

Title: Vice President, Corporate

Development

Dated: September 20, 2002

5

EXHIBIT INDEX

(a) (1) Prospectus dated September 4, 2002 (incorporated by reference from Unocal Corporation's Registration Statement on Form S-4 filed with the SEC on September 4, 2002, as amended by Amendment No. 1 to the Registration Statement on Form S-4 filed with the SEC on September 5, 2002, and as amended by Amendment No. 2 to the Registration Statement on Form S-4 filed with the SEC on September 20, 2002 (the "Form S-4")).