

OCCIDENTAL PETROLEUM CORP /DE/
 Form 4
 December 08, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Kirk Jennifer M

2. Issuer Name and Ticker or Trading Symbol
 OCCIDENTAL PETROLEUM CORP /DE/ [OXY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President and Controller

(Last) (First) (Middle)
 OCCIDENTAL PETROLEUM CORPORATION, 5 GREENWAY PLAZA, SUITE 110
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2014

HOUSTON, TX 77046
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/04/2014		J ⁽¹⁾		49	A	\$ 0	1,455	D	
Common Stock								1,072.72	I	By OPC Savings Plan
Common Stock								153	I	By Spouse
Common Stock								970.42	I	By Spouse - OPC

Savings
Plan

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Long-Term Incentive Units	(3)	12/04/2014		J(2)	26	(4) (4)	Common Stock	26	\$ 0
Long-Term Incentive Units	(3)	12/04/2014		J(2)	35	(5) (5)	Common Stock	35	\$ 0
Long-Term Incentive Units	(3)	12/04/2014		J(2)	24	(6) (6)	Common Stock	24	\$ 0
Long-Term Incentive Units	(3)	12/04/2014		J(2)	11	(7) (7)	Common Stock	11	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirk Jennifer M OCCIDENTAL PETROLEUM CORPORATION 5 GREENWAY PLAZA, SUITE 110 HOUSTON, TX 77046			Vice President and Controller	

Signatures

/s/ Kelly A. Gaide, Attorney-in-Fact for
Jennifer Kirk

12/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) On November 30, 2014, the Issuer distributed to its stockholders 0.4 shares of California Resources Corporation ("CRC") common stock for every one share of the Issuer's common stock outstanding as of November 17, 2014, the record date for the distribution, in connection with the spin-off of CRC from Occidental (the "Spin-Off"). The amount reported reflects additional restricted stock of the Issuer issued to the reporting person as a result of the adjustment of certain unvested restricted stock held by the reporting person in connection with the Spin-Off. Such adjustment was made based upon on the relative volume weighted average per share prices (trading "regular way") of Occidental common stock on four-day trading periods ending November 28, 2014 and December 4, 2014, respectively.

(2) The amount reported reflects additional Long-Term Incentive Units ("LTIs") of the Issuer issued to the reporting person as a result of the adjustment of certain LTIs held by the reporting person, or the reporting person's spouse, as applicable, in connection with the Spin-Off. Such adjustment was made based upon on the relative volume weighted average per share prices (trading "regular way") of Occidental common stock on four-day trading periods ending November 28, 2014 and December 4, 2014, respectively.

(3) LTIs are settleable 50% in shares of stock and 50% in cash based on the value of a share of stock on the applicable vesting date.

(4) On July 11, 2012, the reporting person was granted 1,419 LTIs, which vest in three equal installments beginning on the first anniversary of the grant date.

(5) On July 9, 2014, the reporting person's spouse was granted 638 LTIs, which vest in three equal installments beginning on the first anniversary of the grant date.

(6) On July 10, 2013, the reporting person's spouse was granted 661 LTIs, which vest in three equal installments beginning on the first anniversary of the grant date.

(7) On July 11, 2012, the reporting person's spouse was granted 592 LTIs, which vest in three equal installments beginning on the first anniversary of the grant date.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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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