

OCCIDENTAL PETROLEUM CORP /DE/

Form 4

April 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAZEN STEPHEN I

(Last) (First) (Middle)

OCCIDENTAL PETROLEUM
CORPORATION, 10889
WILSHIRE BOULEVARD

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2008		M		315,946	A	\$ 24.66	1,848,077	D	
Common Stock	04/28/2008		F		193,045	D	\$ 87.15	1,655,032	D	
Common Stock	04/28/2008		M		320,000	A	\$ 24.66	1,975,032	D	
Common Stock	04/28/2008		D		320,000	D	\$ 87.15	1,655,032	D	
	04/28/2008		M		533,334	A		2,188,366	D	

Common Stock					\$ 40.805		
Common Stock	04/28/2008	F	379,471	D	\$ 87.15	1,808,895	D
Common Stock	04/28/2008	M	192,000	A	\$ 50.445	2,000,895	D
Common Stock	04/28/2008	F	148,131	D	\$ 87.15	1,852,764	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee stock option (right to buy)	\$ 24.66	04/28/2008		M	315,946	<u>(1)</u> 07/14/2014	Common Stock 315,946
Stock appreciation right	\$ 24.66	04/28/2008		M	320,000	<u>(2)</u> 07/14/2014	Common Stock 320,000
Stock appreciation right	\$ 40.805	04/28/2008		M	533,334	<u>(3)</u> 07/13/2015	Common Stock 533,334
Stock appreciation right	\$ 50.445	04/28/2008		M	192,000	<u>(4)</u> 07/19/2016	Common Stock 192,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHAZEN STEPHEN I
OCCIDENTAL PETROLEUM CORPORATION
10889 WILSHIRE BOULEVARD
LOS ANGELES, CA 90024

President
and CFO

Signatures

/s/ CHRISTEL H. PAULI, Attorney-in-Fact for Stephen I.
Chazen

04/29/2008

__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) The option vested in three equal annual installments beginning on July 14, 2005.
- (2) The stock appreciation right vested in three equal annual installments beginning on July 14, 2005.
- (3) The stock appreciation right vests in three equal annual installments beginning on July 13, 2006.
- (4) The stock appreciation right vests in three equal annual installments beginning on July 19, 2007.

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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