

OCCIDENTAL PETROLEUM CORP /DE/
 Form 4
 May 14, 2015

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

OCCIDENTAL PETROLEUM CORPORATION, 5 GREENWAY PLAZA, STE 110

(Street)

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

HOUSTON, TX 77046

(City) (State) (Zip)

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)
			(A) or (D)	Code V	Amount	Price	

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)

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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 Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Long-term incentive units	(1)	05/13/2015		J(2)	673	(3)	(3)	Common stock	673	\$ 76 (2)
Long-term incentive units	(1)	05/13/2015		J(2)	464	(4)	(4)	Common stock	464	\$ 76 (2)
Long-term incentive units	(1)	05/13/2015		J(2)	208	(5)	(5)	Common stock	208	\$ 76 (2)
Long-term incentive units	(1)					(6)	(6)	Common stock	499	

Reporting Owners

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

Signatures

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

05/14/2015

 **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) Long-term incentive units ("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.

(2)

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The reporting person's spouse terminated his employment with the registrant on May 13, 2015. Accordingly, the LTIs set forth in rows 1-3 of Table II were forfeited in accordance with the terms of the underlying agreement.

(3) On July 9, 2014, the reporting person's spouse was granted 638 LTIs, the unvested portion of which was adjusted upward in connection with the spin-off of California Resources Corporation on November 30, 2014 (the "Spin-Off") as disclosed on the Form 4 filed on behalf of the reporting person on December 4, 2014 (the "Spin-Off Form 4"), which vest in three equal installments beginning on the first anniversary of the grant date.

(4) On July 10, 2013, the reporting person's spouse was granted 661 LTIs, the unvested portion of which was adjusted upward in connection with the Spin-Off as disclosed in the Spin-Off Form 4, which vest in three equal installments beginning on the first anniversary of the grant date.

(5) On July 11, 2012, the reporting person's spouse was granted 592 LTIs, the unvested portion of which was adjusted upward in connection with the Spin-Off as disclosed in the Spin-Off Form 4, which vest in three equal installments beginning on the first anniversary of the grant date.

(6) On July 11, 2012, the reporting person was granted 1,419 LTIs, the unvested portion of which was adjusted upward in connection with the Spin-Off as disclosed in the Spin-Off Form 4, which vest in three equal installments beginning on the first anniversary of the grant date.

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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