

OCCIDENTAL PETROLEUM CORP /DE/  
 Form 4  
 April 29, 2008

**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 \*  
**IRANI RAY R**

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)  
**04/28/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**OCCIDENTAL PETROLEUM CORPORATION, 10889 WILSHIRE BOULEVARD**

(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

**LOS ANGELES, CA 90024**

(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 Indirect Ownership (Instr. 4)		
			Code	V	Amount or Price (D)				
Common Stock	04/28/2008		M		6,424	A	\$ 15.565	5,730,443	D
Common Stock	04/28/2008		M		4,054	A	\$ 24.66	5,734,497	D
Common Stock	04/28/2008		M		695,946	A	\$ 24.66	6,430,443	D
Common Stock	04/28/2008		F		425,228	D	\$ 87.15	6,005,215	D
	04/28/2008		M		700,000	A	\$ 24.66	6,705,215	D

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Common Stock									
Common Stock	04/28/2008		D	700,000	D	\$ 87.15	6,005,215	D	
Common Stock	04/28/2008		M	1,000,000	A	\$ 40.805	7,005,215	D	
Common Stock	04/28/2008		F	711,508	D	\$ 87.15	6,293,707	D	
Common Stock	04/28/2008		M	400,000	A	\$ 50.445	6,693,707	D	
Common Stock	04/28/2008		F	308,607	D	\$ 87.15	6,385,100	D	
Common Stock							260,000	I	by limited partnership
Common Stock							12,000	I	by Irani family foundation

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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Employee stock option (right to buy)	\$ 15.565	04/28/2008		M	6,424	(1) 07/16/2013	Common Stock	6	
Employee stock option (right to buy)	\$ 24.66	04/28/2008		M	4,054	(2) 07/14/2014	Common Stock	4	
Employee stock option	\$ 24.66	04/28/2008		M	695,946	(2) 07/14/2014	Common Stock	69	

(right to buy)

Stock appreciation right	\$ 24.66	04/28/2008	M	700,000	<u>(3)</u>	07/14/2014	Common Stock	70
Stock appreciation right	\$ 40.805	04/28/2008	M	1,000,000	<u>(4)</u>	07/13/2015	Common Stock	1,000,000
Stock appreciation right	\$ 50.445	04/28/2008	M	400,000	<u>(5)</u>	07/19/2016	Common Stock	400,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRANI RAY R OCCIDENTAL PETROLEUM CORPORATION 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	X		Chairman and CEO	

## Signatures

/s/ CHRISTEL H. PAULI, Attorney-in-Fact for Ray R.  
Irani

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 16, 2004.
- (2) The option vested in three equal annual installments beginning on July 14, 2005.
- (3) The stock appreciation right vested in three equal annual installments beginning on July 14, 2005.
- (4) The stock appreciation right vests in three equal annual installments beginning on July 13, 2006.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.