

SECURITIES AND EXCHANGE COMMISSION

\_\_\_\_\_  
POST-EFFECTIVE  
AMENDMENT NO. 2 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
\_\_\_\_\_

OCCIDENTAL PETROLEUM CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE	95-4035997
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

10889 WILSHIRE BOULEVARD  
LOS ANGELES, CALIFORNIA 90024  
(310) 208-8800

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

DONALD P. DE BRIER, ESQ.  
GENERAL COUNSEL  
OCCIDENTAL PETROLEUM CORPORATION  
10889 WILSHIRE BOULEVARD  
LOS ANGELES, CALIFORNIA 90024  
(310) 443-6176

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

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EXPLANATORY STATEMENT

Pursuant to this Post-Effective Amendment No. 2 to its Registration Statement on Form S-3 (Registration Number 333-21019)(the "Registration Statement"), Occidental Petroleum Corporation deregisters all shares of its common stock, \$.20 par value per share, not heretofore deregistered and not previously sold, including those additional shares which became subject to the Registration Statement in February 1997 and are referred to herein as the Adjustment Shares. The reason for deregistration is that all shares which were registered became tradable pursuant to Rule 144 under the Securities Act of 1933, as amended, on August 30, 1997, or in the case of Adjustment Shares, which amount to only 118,275 shares, January 9, 1998. All shares are now being deregistered. The Registration Statement shall have no further force or effect.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on February 12, 1998.

OCCIDENTAL PETROLEUM CORPORATION

By R. R. IRANI\*  
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Ray R. Irani  
Chairman of the Board of Directors  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----
RAY R. IRANI* ----- Ray R. Irani	Chairman of the Board of Directors and Chief Executive Officer
ANTHONY R. LEACH* ----- Anthony R. Leach	Executive Vice President and Chief Financial Officer
SAMUEL P. DOMINICK* ----- Samuel P. Dominick	Vice President and Controller (Chief Accounting Officer)
----- John S. Chalsty	Director
EDWARD P. DJEREJIAN* ----- Edward P. Djerejian	Director
----- Albert Gore	Director
ARTHUR GROMAN* ----- Arthur Groman	Director
J. ROGER HIRL* ----- J. Roger Hirl	Director
JOHN W. KLUGE* ----- John W. Kluge	Director

SIGNATURE -----	TITLE -----
DALE R. LAURANCE* ----- Dale R. Laurance	Director
IRVIN W. MALONEY* ----- Irvin W. Maloney	Director
GEORGE O. NOLLEY* ----- George O. Nolley	Director
RODOLFO SEGOVIA* ----- Rodolfo Segovia	Director
AZIZ D. SYRIANI* ----- Aziz D. Syriani	Director
ROSEMARY TOMICH* ----- Rosemary Tomich	Director

*By: D. P. DE BRIER ----- Donald P. de Brier Attorney-In-Fact	February 12, 1998
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