

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549Form S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933OCCIDENTAL PETROLEUM CORPORATION  
(Exact name of registrant as specified in its charter)Delaware  
(State or other jurisdiction of  
incorporation or organization)95-4035997  
(I.R.S. employer  
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)Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [ ]If this Form is filed to register additional securities for an offering  
pursuant to rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering. [X] 33-59395If this Form is a post-effective amendment filed pursuant to rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. [ ]If delivery of the prospectus is expected to be made pursuant to Rule  
434, please check the following box. [ ]

## CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Security (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Debt Securities	\$150,000,000	100%	\$150,000,000 (3)	\$44,250

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Calculated pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

(3) Exclusive of accrued interest, if any.

INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3,  
FILE NO. 33-59395

Occidental Petroleum Corporation (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 33-59395) declared effective on July 12, 1995 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on April 2, 1998.

## OCCIDENTAL PETROLEUM CORPORATION

By: /s/ R. R. Irani\*

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 Ray R. Irani  
 Chairman of the Board of Directors,  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ R. R. Irani* ----- Ray R. Irani	Chairman of the Board of Directors, President and Chief Executive Officer	April 2, 1998
/s/ A. R. Leach* ----- Anthony R. Leach	Executive Vice President and Chief Financial Officer	April 2, 1998
/s/ S. P. Dominick* ----- Samuel P. Dominick	Vice President and Controller (Chief Accounting Officer)	April 2, 1998
----- John S. Chalsty	Director	April , 1998
/s/ Edward P. Djerejian* ----- Edward P. Djerejian	Director	April 2, 1998
----- Albert Gore	Director	April , 1998

Signature -----	Title -----	Date -----
/s/ Arthur Groman* ----- Arthur Groman	Director	April 2, 1998
/s/ J. Roger Hirl* ----- J. Roger Hirl	Director	April 2, 1998
/s/ John W. Kluge* ----- John W. Kluge	Director	April 2, 1998
/s/ Dale R. Laurance* ----- Dale R. Laurance	Director	April 2, 1998
/s/ Irvin W. Maloney* ----- Irvin W. Maloney	Director	April 2, 1998
/s/ George O. Nolley* ----- George O. Nolley	Director	April 2, 1998
----- Rodolfo Segovia	Director	April , 1998
----- Aziz D. Syriani	Director	April , 1998
/s/ Rosemary Tomich* ----- Rosemary Tomich	Director	April 2, 1998
/s/ Donald P. de Brier ----- Donald P. de Brier, Attorney-in-Fact		April 2, 1998

\* By Donald P. de Brier, as Attorney-in-Fact

## INDEX TO EXHIBITS

EXHIBIT NO. -----	Description -----
5.1	Opinion of Robert E. Sawyer, Esq. regarding the Debt Securities.
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding tax matters.
23.1	Consent of Independent Auditors (Arthur Andersen LLP).
23.2	Consent of Robert E. Sawyer, Esq. (included in his opinion filed as Exhibit 5.1).
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in their opinion filed as Exhibit 8.1).
24.1	Power of Attorney.

April 2, 1997

Occidental Petroleum corporation  
10889 Wilshire Boulevard  
Los Angeles, California 90024

Re: Occidental Petroleum Corporation  
Registration Statement on Form S-3  
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Ladies and Gentlemen:

I am Associate General Counsel of Occidental Petroleum Corporation, a Delaware corporation ("Occidental"), and am rendering this opinion in connection with the preparation of a Registration Statement on Form S-3 (the "Registration Statement"), which is to be filed by Occidental on April 2, 1998 under Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), in connection with the Registration Statement on Form S-3 (the "1995 Registration Statement") of Occidental (File No. 33-59395) filed with the Securities and Exchange Commission (the "Commission") on May 17, 1995. The Registration Statement relates to the registration under the Securities Act of \$150,000,000 aggregate public offering price of senior debt securities (the "Debt Securities") of Occidental. The Debt Securities are to be issued pursuant to an indenture between Occidental and The Bank of New York, a New York banking corporation, as trustee (the "Trustee").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with this opinion, I have examined and am familiar with originals or copies, certified or otherwise identified to my satisfaction, of such documents as I have deemed necessary or appropriate as a basis for the opinions set forth herein, including (i) the Registration Statement (including the documents incorporated or deemed to be incorporated therein by reference, including the 1995 Registration Statement and the documents incorporated therein and forming a part thereof), (ii) the Restated Certificate of Incorporation and By-Laws of Occidental, in each case, as amended to date, (iii) the proposed form of indenture included as Exhibit 4 to the 1995 Registration Statement (the "Indenture"), and (iv) copies of certain resolutions adopted by the Board of Directors of Occidental relating to the execution of the Indenture, the issuance of the Debt Securities, the filing of the Registration Statement and any amendments or supplements thereto and related matters. In my examination, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity

to originals documents of all document submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein which I have not independently established or verified, I have relied upon statements and representations of officers and other representatives of Occidental and others.

I am a member of the California and New York Bars and for purposes of this opinion do not express any opinion as to the laws of any jurisdiction other than the laws of the State of New York, the Federal laws of the United States and General Corporation Law of the State of Delaware. This opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof.

Based upon and subject to the foregoing, I am of the opinion that when (a) the Registration Statement becomes effective under the Securities Act; (b) the appropriate officers of Occidental have taken all necessary action pursuant to Section 301 of the Indenture to fix and approve the terms of the Debt Securities, including the establishment of the form or forms of certificates representing the Debt Securities pursuant to Section 201 of the Indenture; (c) the Indenture pursuant to which the Debt Securities are to be issued shall have been qualified under the Trust Indenture Act of 1939, as amended, and duly executed and delivered by Occidental and the Trustee; and (d) the Debt Securities are duly executed and authenticated in accordance with the provisions of the Indenture and duly delivered to the purchasers thereof upon payment of the agreed upon consideration therefore, the Debt Securities will be validly issued and binding obligations of Occidental, enforceable against Occidental in accordance with their terms, except as may be subject to or limited by (i) bankruptcy, insolvency, reorganization, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, and (ii) general principles of equity (regardless of whether enforcement is consider in a proceeding in equity or at law).

I hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. I also consent to the reference to me under the heading "Legal Matters" in the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is require under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

Robert E. Sawyer



April 2, 1998

Occidental Petroleum Corporation  
10889 Wilshire Boulevard  
Los Angeles, California 90024

Re: Prospectus Supplement dated April 2, 1998 to  
Prospectus dated March 26, 1998 (respectively, the  
"Prospectus Supplement" and the "Prospectus")  
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Ladies and Gentlemen:

We have acted as counsel for Occidental Petroleum Corporation, a Delaware corporation, (the "Company") in connection with the preparation of the above captioned Prospectus and Prospectus Supplement to be filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act"), for the purpose of registration by the Company of (i) \$250,000,000 aggregate principal amount of its 6.50% Senior Notes due April 1, 2005, (ii) \$200,000,000 aggregate principal amount of its 7.20% Senior Debentures due April 1, 2028 and (iii) \$450,000,000 aggregate principal amount of its 6.40% Senior Notes due April 1, 2013, Mandatorily Tendered on April 1, 2003 (collectively, the "Debt Securities").

Capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Prospectus and the Prospectus Supplement.

We hereby confirm that, although the discussions set forth in the above captioned Prospectus and Prospectus Supplement under the headings "UNITED STATES TAXATION" and "Certain United States Federal Tax Considerations," respectively, do not purport to discuss all possible United States federal income tax consequences of the purchase, ownership, and disposition of Debt Securities, in our opinion such discussions together constitute, in all material respects, a fair and accurate summary of the United States federal income tax consequences of the purchase, ownership, and disposition of Debt Securities, based upon current law and subject to the qualifications set forth therein. There can be no assurances that any of the opinions expressed herein will be accepted by the Internal Revenue Service, or if challenged, by a court. This opinion is expressed as of the date hereof unless otherwise expressly stated and applies only to the disclosure under the headings "UNITED STATES TAXATION" and "Certain United States Federal Tax Considerations" set forth in the Prospectus and the Prospectus Supplement, respectively, and it assumes that any instrument that is issued thereunder will have terms

identical to those set forth in such Prospectus or Prospectus Supplement. We disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

This opinion is furnished to you solely for your benefit in connection with the preparation of the Prospectus and Prospectus Supplement and, except as set forth below, is not to be used, circulated, quoted or otherwise referred to for any other purpose or relied upon by any other person for any purpose without our prior written consent. We hereby consent to the use of our name under the headings "Legal Matters" in the Prospectus and the Prospectus Supplement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

Skadden, Arps, Slate, Meagher & Flom LLP

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 16, 1998, included and incorporated by reference in Occidental Petroleum Corporation's Form 10-K for the year ended December 31, 1997 and to all references to our Firm included in this registration statement.

Los Angeles, California  
April 1, 1998

ARTHUR ANDERSEN LLP

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Donald P. de Brier, Scott A. King, Matthew T. Gay and Robert E. Sawyer his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement of Form S-3 of Occidental Petroleum Corporation ("Occidental"), to be filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, in connection with the Registration Statement on Form S-3 of Occidental (File No. 33-59395) and any or all Amendments (including Post-Effective Amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature

Title

Date

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/s/ R. R. Irani

Chairman of the Board  
of Directors, President  
and Chief Executive  
Officer

April 1, 1998

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Ray R. Irani

/s/ A. R. Leach

Executive Vice  
President and Chief  
Financial Officer

April 1, 1998

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Anthony R. Leach

/s/ S. P. Dominick

Vice President and  
Controller (Chief  
Accounting Officer)

April 1, 1998

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Samuel P. Dominick

Director

April , 1998

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John S. Chalsty

/s/ Edward P. Djerejian

Director

April 1, 1998

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Edward P. Djerejian

Director

April , 1998

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Albert Gore

Signature

Title

Date

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/s/ Arthur Groman

Director

April 1, 1998

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Arthur Groman

/s/ J. Roger Hirl

Director

April 1, 1998

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J. Roger Hirl

/s/ John W. Kluge

Director

April 1, 1998

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John W. Kluge

/s/ Dale R. Laurance

Director

April 1, 1998

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Dale R. Laurance

/s/ Irvin W. Maloney

Director

April 1, 1998

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Irvin W. Maloney

/s/ George O. Nolley

Director

April 1, 1998

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George O. Nolley

Director

April , 1998

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Rodolfo Segovia

Director

April , 1998

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Aziz D. Syriani

/s/ Rosemary Tomich

Director

April 1, 1998

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Rosemary Tomich