

---

---

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) October 13, 2005**

**OCCIDENTAL PETROLEUM CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9210**  
(Commission  
File Number)

**95-4035997**  
(I.R.S. Employer  
Identification No.)

**10889 Wilshire Boulevard**  
**Los Angeles, California**  
(Address of principal executive offices)

**90024**  
(ZIP code)

Registrant's telephone number, including area code:  
**(310) 208-8800**

---

---

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Section 1 – Registrant's Business and Operations**

### **Item 1.01. Entry into a Material Definitive Agreement**

On October 13, 2005, Occidental Petroleum Corporation (Oxy) issued a press release announcing an agreement to acquire Vintage Petroleum, Inc. (Vintage). The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

## **Section 7 – Regulation FD**

### **Item 7.01. Regulation FD Disclosure**

Attached hereto as Exhibit 99.2 and incorporated herein by reference are slides relating to the acquisition. The slides have been posted to Oxy's website at [www.oxy.com](http://www.oxy.com).

## **Additional Information and Where to Find It**

Oxy will file a Form S-4, Vintage will file a proxy statement and both companies will file other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You will be able to obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by Oxy free of charge by contacting Christel Pauli, Counsel and Assistant Secretary, Occidental Petroleum Corporation, at 10889 Wilshire Blvd., Los Angeles, California 90024. The documents will also be available online at [www.oxy.com](http://www.oxy.com).

## **Participants in Solicitation**

Oxy, Vintage and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Vintage shareholders in connection with the merger. Information about the directors and executive officers of Oxy and their ownership of Oxy stock is set forth in the proxy statement for Oxy's 2005 Annual Meeting of Shareholders. Information about the directors and executive officers of Vintage and their ownership of Vintage stock is set forth in the proxy statement for Vintage's 2005 Annual Meeting of Shareholders. Investors may obtain additional information regarding the interests of such participants by reading the Form S-4 and proxy statement for the merger when they become available.

Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions.

## **Forward-Looking Statements**

The matters set forth in this Form 8-K or in the exhibits to this Form 8-K, including statements as to the expected benefits of the acquisition such as efficiencies, cost savings, financial strength, and the competitive ability and position of the combined company, and other statements identified by such words as "will," "estimates," "expects," "hopes," "projects," "plans," and similar expressions are forward-looking statements within the meaning of the "safe

harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that could significantly affect expected results, including a delay in or failure to obtain required approvals, the possibility that the anticipated benefits from the acquisition cannot be fully realized, the possibility that costs or difficulties related to the integration will be greater than expected, the ability to manage regulatory, tax and legal matters, including changes in tax rates, the impact of competition, and other risk factors related to our industries as detailed in each of Oxy's and Vintage's reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Form 8-K. Unless legally required, Oxy undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may differ from those set forth in or implied by the forward-looking statements.

The SEC limits the ability of oil and natural gas companies, in their filings with the SEC, to disclose reserves other than proved reserves demonstrated by actual production or conclusive formation tests to be economically producible under existing economic and operating conditions. We use certain terms in this Form 8-K, such as probable, possible and recoverable reserves, that the SEC's guidelines limit in filings with the SEC.

Information contained in this Form 8-K regarding Vintage's production, reserves, results, assets and other information has been taken from Vintage's public filings with the SEC. Oxy makes no representation with respect to the accuracy of this information.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCCIDENTAL PETROLEUM CORPORATION  
(Registrant)

DATE: October 13, 2005

/s/ Jim A. Leonard  
Jim A. Leonard, Vice President and Controller  
(Principal Accounting and Duly Authorized Officer)

## EXHIBIT INDEX

- 99.1 Press release dated October 13, 2005.
- 99.2 Slides relating to acquisition of Vintage Petroleum, Inc.

**NEWS RELEASE OCCIDENTAL PETROLEUM CORPORATION**

13889 Wilshire Boulevard, Los Angeles, California 90024 4103 208-4800

For Immediate Release: October 13, 2005

Occidental Agrees to Acquire Vintage Petroleum

LOS ANGELES -- Occidental Petroleum Corporation (NYSE: OXY) announced today it has agreed to acquire, by means of a merger, Vintage Petroleum, Inc. (NYSE: VPI) for \$20.00 per Vintage share in cash, plus 0.42 Occidental shares per Vintage share. The total purchase consideration for Vintage's approximately 68.3 million shares on a fully diluted basis, including debt assumption net of cash, is approximately \$3.9 billion. As part of this transaction, Oxy plans to implement a stock re-purchase program for 9 million Oxy shares in the open market or otherwise, from time-to-time, subject to market conditions and retention of the company's credit rating.

"Vintage Petroleum is an excellent strategic fit for Oxy, adding to our core areas in California, the Middle East and Latin America," said Dr. Ray R. Irani, Chairman, President and Chief Executive Officer of Occidental Petroleum Corporation. "On a per share basis, we expect the acquisition to be immediately accretive to cash flow, free cash flow and earnings. At the end of 2004, Vintage had proved reserves of 437 million barrels of oil equivalent, 50 percent of which were located in Argentina and 32 percent in the U.S. In addition, according to reports prepared for Vintage, the company had 421 million equivalent barrels of probable and possible reserves. During the second quarter of 2005, Vintage's total production averaged approximately 76,000 equivalent barrels per day, with Argentina and California contributing 37,000 and 11,000 equivalent barrels per day, respectively. We hope to double Vintage's production from Argentina within five years as well as increase production from California by up to 20 percent over the next few years."

Vintage's operating assets in Argentina and California provide opportunities to increase production and reserves through the application of enhanced oil recovery and exploitation techniques Oxy has employed successfully in other operations. Oxy will incorporate Vintage's California assets into its nearby operations in the southern San Joaquin Valley and in the Sacramento Valley. Oxy also will integrate Vintage's Latin American assets into its

existing position in Latin America, where it is one of the largest producers in Colombia and Ecuador, with combined second quarter 2005 net production of 70,000 barrels of oil per day.

Vintage's second quarter production in Yemen averaged nearly 4,000 barrels of oil per day, and its assets, which are contiguous to Oxy's existing operations, offer attractive opportunities for future growth and operational synergies.

In announcing the acquisition, Oxy indicated its interest in divesting non-strategic Vintage assets located in East Texas, along the Gulf Coast and in the Mid-Continent region. These assets accounted for approximately 19,000 equivalent barrels per day of Vintage's second quarter 2005 production.

At the end of 2004, Oxy had total proved reserves from all sources of 2.53 billion equivalent barrels. The addition of Vintage's proved reserves is expected to increase Oxy's reserves to a record high of approximately 3 billion equivalent barrels and extend Oxy's reserve life at current production levels from 12.2 years to 12.7 years.

Oxy expects to continue growing both reserves and production from the Vintage assets it retains through a capital program with estimated spending in the range of \$150 million to \$200 million annually. In addition, Oxy expects to realize significant synergies with G&A expense reductions of \$40 to \$60 million per year and exploration capital expense reductions of about \$100 million per year.

Oxy expects to finance the acquisition and the stock re-purchase program from \$1.7 billion of cash on hand as of September 30, 2005, plus additional cash generated in the fourth quarter. In addition, Vintage is expected to have approximately \$225 million in cash at year-end 2005, and Oxy will be assuming \$550 million of Vintage debt.

The Vintage transaction is expected to close in the first quarter of 2006, subject to regulatory approvals. Goldman, Sachs & Co. and Petrie Parkman & Co. provided fairness opinions to Oxy's Board of Directors.

Supplemental information on the acquisition will be available at [www.oxy.com](http://www.oxy.com) through the Investor Relations section, concurrent with the SEC filing.

**Additional Information and Where to Find It**

Oxy will file a Form S-4, Vintage will file a proxy statement and both companies will file other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You will be able to obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by Oxy free of charge by contacting Christel Pauli, Counsel and Assistant Secretary, Occidental Petroleum Corporation, at 10889 Wilshire Blvd., Los Angeles, California 90024. The documents will also be available online at [www.oxy.com](http://www.oxy.com).

**Participants in Solicitation**

Oxy, Vintage and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Vintage shareholders in connection with the merger. Information about the directors and executive officers of Oxy and their ownership of Oxy stock is set forth in the proxy statement for Oxy 2005 Annual Meeting of Shareholders. Information about the directors and executive officers of Vintage and their ownership of Vintage stock is set forth in the proxy statement for Vintage's 2005 Annual Meeting of Shareholders. Investors may obtain additional information regarding the interests of such participants by reading the Form S-4 and proxy statement for the merger when they become available.

Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions.

**Forward-Looking Statements**

The matters set forth in this press release, including statements as to the expected benefits of the acquisition such as efficiencies, cost savings, financial strength, and the competitive ability and position of the combined company, and other statements identified by such words as "will," "estimates," "expects," "hopes," "projects," "plans," and similar expressions are forward-looking statements within the meaning of the "safe harbor"



provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that could significantly affect expected results, including a delay in or failure to obtain required approvals, the possibility that the anticipated benefits from the acquisition cannot be fully realized, the possibility that costs or difficulties related to the integration will be greater than expected, the ability to manage regulatory, tax and legal matters, including changes in tax rates, the impact of competition, and other risk factors related to our industries as detailed in each of Oxy's and Vintage's reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Unless legally required, Oxy undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may differ from those set forth in the forward-looking statements.

The SEC limits the ability of oil and natural gas companies, in their filings with the SEC, to disclose reserves other than proved reserves demonstrated by actual production or conclusive formation tests to be economically producible under existing economic and operating conditions. We use certain terms in this press release, such as probable, possible and recoverable reserves, that the SEC's guidelines limit in filings with the SEC.

Information contained in this press release regarding Vintage's production, reserves, results, assets and other information has been taken from Vintage's public filings with the SEC. Oxy makes no representation with respect to the accuracy of this information.

-0-

Contacts: Lawrence P. Meriage (media)  
310-443-6562  
Kenneth J. Huffman (investors)  
212-603-8183

# Occidental Petroleum Corporation



## Acquisition of Vintage Petroleum, Inc.



October 14, 2005

# Why Vintage?



- Strategic fit
- Growth opportunities
- Free cash flow generation
- Asset rationalization
- Cost savings

# Transaction Summary



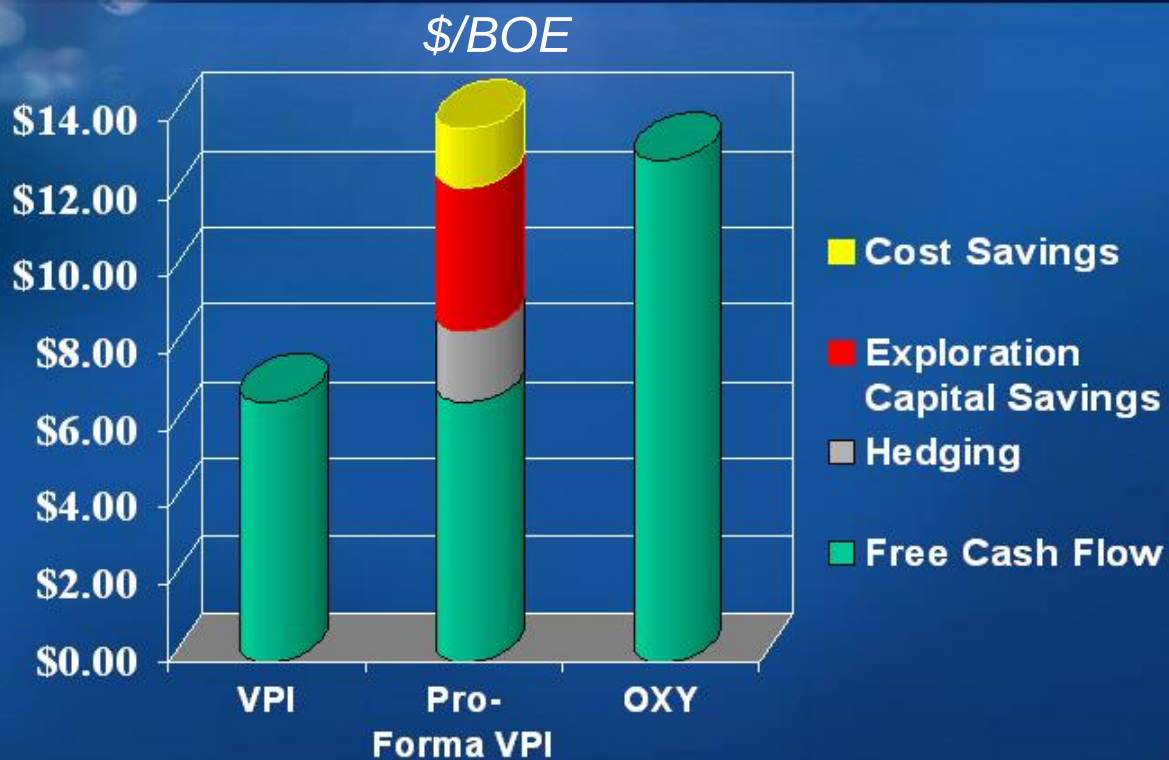
- Consideration
  - 0.42 Oxy shares per Vintage share (~28.7 Mm Oxy shares)
  - \$20.00 cash per Vintage share (~\$1,366 Mm)
- Strategic Overlap
- Financially Accretive
- Annual Synergies - \$40-60 Mm cost savings and exploration capital savings of ~\$100 Mm
- Growth Opportunities
  - Argentina and California are the primary drivers
- Planned Repurchase of 9 Mm Oxy shares

# Transaction Summary



- Consideration \$Mm
  - 0.42 x 68.3 Mm shares x \$74.98/share \$2,151
  - \$20/share x 68.3 Mm shares 1,366
  - Debt assumed 550
  - Cash at closing (225)
  - Total consideration \$3,842
  
- Proved Reserves – 437 Mmboe (12/31/04)
- Probable and Possible Reserves – 421 Mmboe (12/31/04)
- 2nd Qtr 2005 Production of ~76,000 Boepd

# 2005E Free Cash Flow



# Strategic Overlap



## Argentina

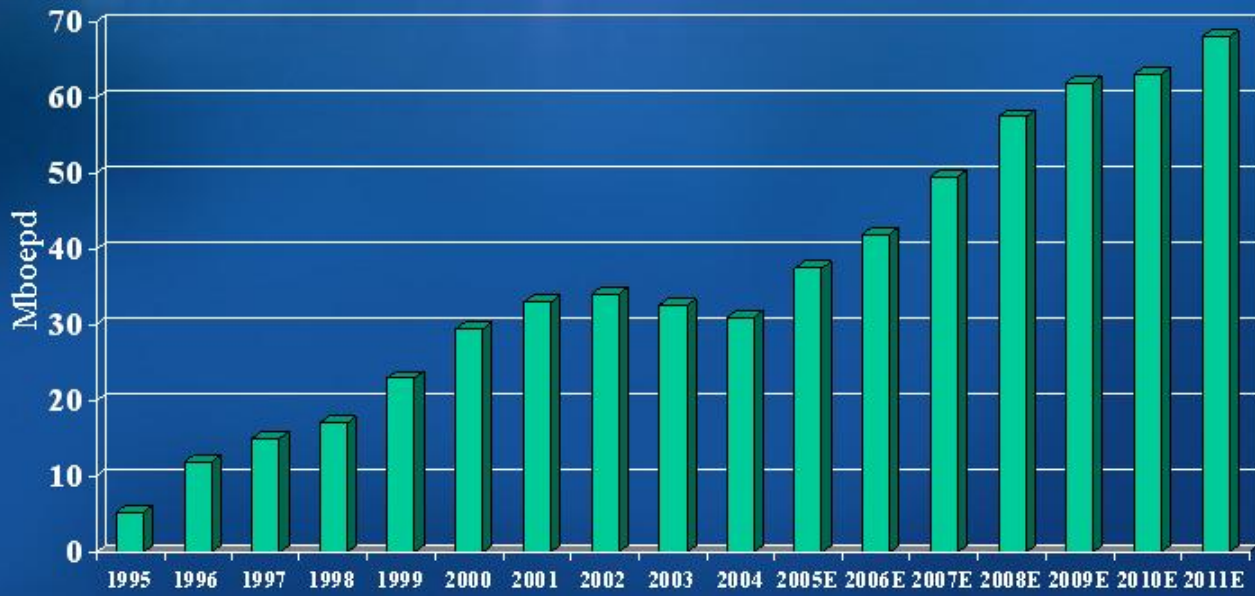
- Significantly enhances Latin America core area
- 22 concessions, mostly in the San Jorge Basin
- As of 12/31/04, ~217 Mmboe of proved reserves, ~500 drilling locations (97% historical drilling success rate)
- Strong current production and expected 10-15% production growth over the next few years driven by 3-D seismic
- Effective export tax rate of ~27% at \$40.00 and ~31% at >\$50
- Multiple consolidation opportunities
- 10 Year average F&D costs: \$2.87/Boe



# Strategic Overlap

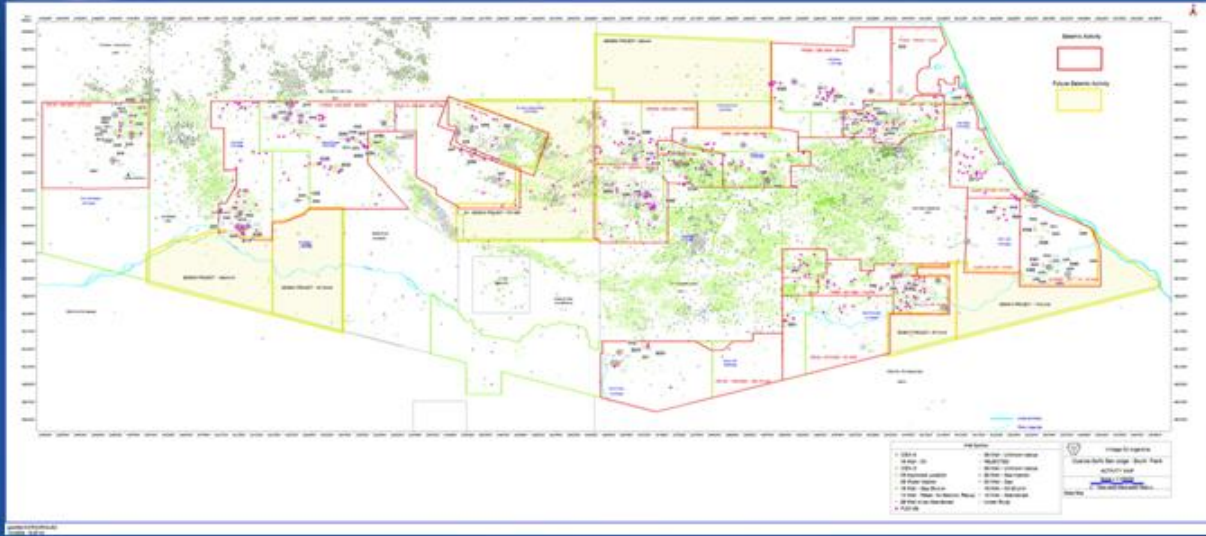


## Argentina – Historical and Forecast Production Growth





# Vintage Growth Opportunities

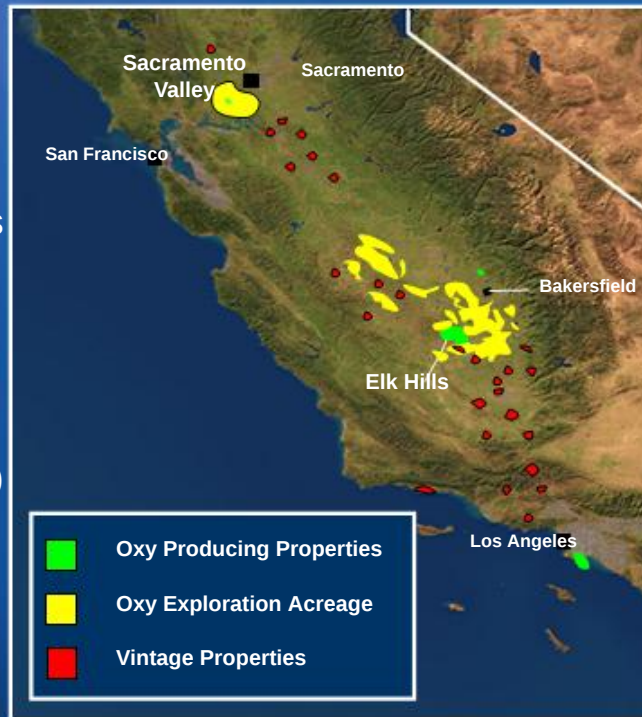


# Strategic Overlap



## California

- Good strategic fit with existing Oxy operations
- ~70 Mmboe of proved reserves as of 12/31/04
- Oxy sees significant opportunity to increase recovery on existing properties (~20% over the next few years)
- ~11,000+ Boepd of production
- Key fields are high quality crude oil

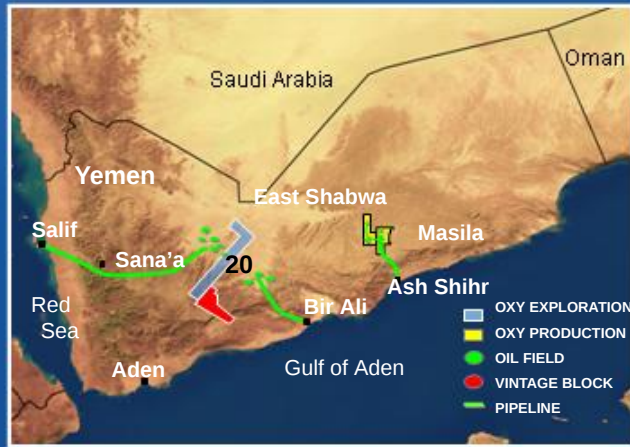


# Strategic Overlap



- Yemen

- S-1 block is adjacent to Occidental blocks
- ~6 Mmboe of proved reserves as of 12/31/04
- Capacity for 6,000+ Bopd of net production



# Vintage – Other Properties



- Bolivia – Intriguing potential, needs long term market development
- Candidates for portfolio rationalization
  - East Texas, Gulf Coast, Mid-Continent
  - Unconventional North American gas
  - ~71 Mmboe of proved reserves as of 12/31/04
  - ~19,000 Boepd of production
  - Divestitures expected to reduce purchase price per Boe

# Transaction Value



	2004	2003	2002	2001
<b>NYMEX Oil Price</b>	<b>\$35</b>	<b>\$40</b>	<b>\$40</b>	<b>\$35</b>
Reserves Pre-tax PV10%	\$3,355	\$4,046	\$4,241	\$4,201
Proved (100%)	306	306	311	309
Probable (50%)	328	328	333	331
Possible (20%)	166	166	171	169
Total	3,355	4,042	4,942	4,942
Unevaluated O&G Properties (A)	30	30	30	30
Gathering/Marketing, Sulfur Assets (B)	45	45	45	45
Other Proved Properties (C)	80	80	80	80
Long Term Debt	(100)	(100)	(100)	(100)
Cash	304	304	304	304
Other Working Capital/Debt (D)	30	30	30	30
Other Long-term Liabilities	(11)	(11)	(11)	(11)
Contingent Liabilities	12	29	30	30
Proceeds from Oil/Gas Reserves (E)	11	11	11	11
<b>Net Asset Value</b>	<b>\$ 4,080</b>	<b>\$ 4,088</b>	<b>\$ 5,071</b>	<b>\$ 4,904</b>
Outstanding Shares at End of Period	66.7	66.7	66.7	66.7
Shares from Options Transactions (F)	1.2	1.2	1.1	1.2
Free Shares	67.9	67.9	67.8	67.9
<b>Net Asset Value Per Share</b>	<b>\$ 60.11</b>	<b>\$ 60.19</b>	<b>\$ 74.86</b>	<b>\$ 72.04</b>

As of 12/31/04 (\$Mm, except per share and hydrocarbon prices)

NYMEX Oil Price	\$35	\$40
NYMEX Gas Price (6 to 1 ratio)	\$5.83	\$6.67
Reserves Pre-tax PV10%		
Proved 100%	\$3,355	\$4,046
Probable 50%	328	398
Possible 20%	166	198
Total	\$3,849	\$4,642
Unevaluated O&G Properties	30	30
Gathering/Marketing, Sulfur assets	45	45
Other balance sheet items	(342)	(378)
<b>Net Asset Value</b>	<b>\$3,582</b>	<b>\$4,339</b>
Fully Diluted Shares	67.7	67.7
<b>Net Asset Value Per Share</b>	<b>\$52.91</b>	<b>\$64.10</b>

Note: This slide is taken from VPI's analyst presentation at the UBS conference in Las Vegas in May 2005.

Note: The above is summarized for demonstration purposes

# Contribution Analysis



	<u>VPI</u>	<u>OXY</u>
% of Enterprise Value	9%	91%
% of Market Value	5%	95%
LTM EBITDA	7%	93%
LTM Cash from Operations	6%	94%
Production (per Day)		
Oil	11%	89%
Gas	16%	84%
Boe	12%	88%
Proved Reserves (Mmboe)	15%	85%
PDP Reserves (Mmboe)	13%	87%

Note: VPI numbers have been adjusted to take out hedging effects; without share buyback VPI's Enterprise and Market Value would be 11% and 7% respectively. Market and Enterprise values are at the deal value.

# Occidental Pro-Forma Financials



2005

	<u>Pro-Forma</u>	<u>Occidental_Stand-alone</u>
<b>Earnings per Share</b>	\$9.79	\$9.76
<b>Cash Flow Per Share</b>	14.86	14.51

Pro-forma: Consensus First Call Oxy 2005 estimate, including 9 Mm share buyback



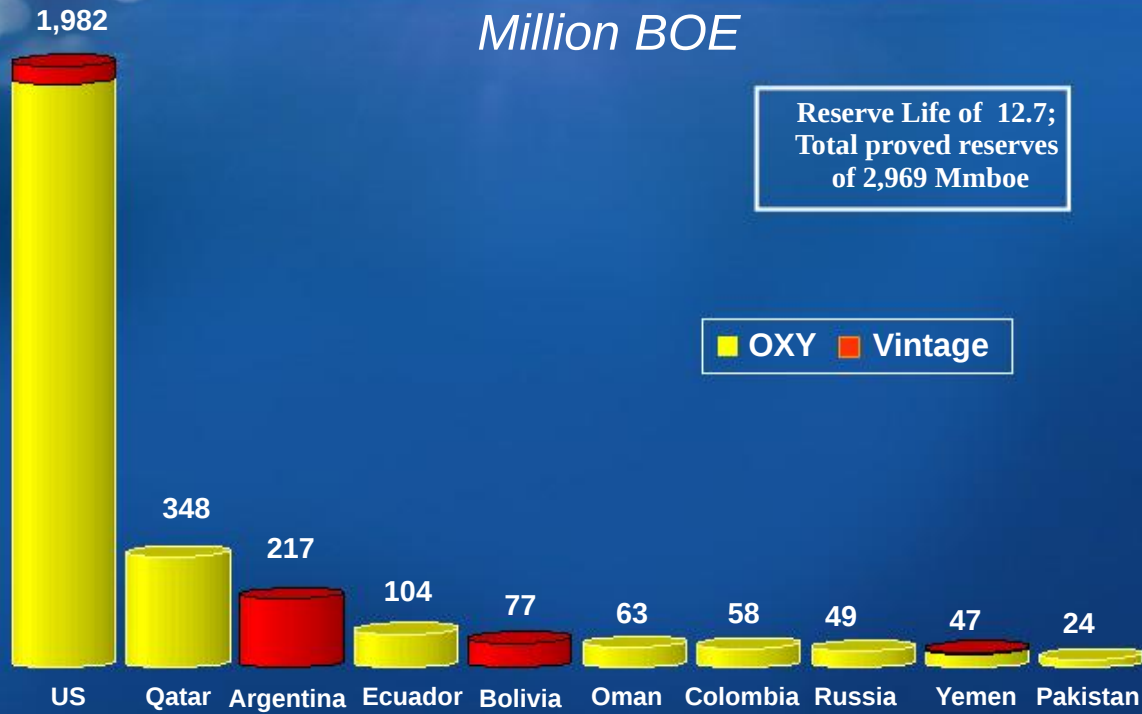
# Pro-Forma Reserves by Country



Million BOE

Reserve Life of 12.7;  
Total proved reserves  
of 2,969 Mmboe

■ OXY ■ Vintage



Proved reserves as of 12/31/04

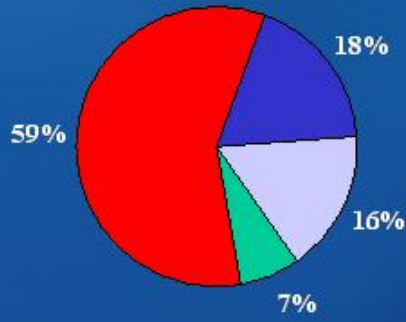
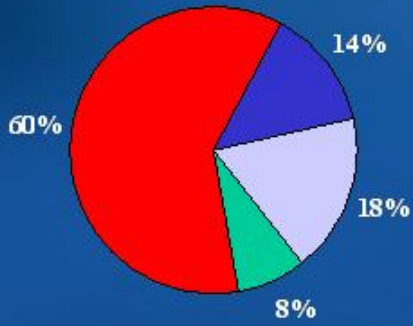


# Worldwide Production



*Occidental*

*Pro-Forma*



- United States
- Latin America
- Middle East
- Other E. Hemisphere

Note: Occidental + Vintage - No effects of rationalization

- Maintain Strong Balance Sheet
- Disciplined Capital Expenditure Program
- Selective Acquisitions
- Moderate Predictable Reserve/Production Growth
- Review Dividend Policy Annually

## Additional Information and Where to Find It

Oxy will file a Form S-4, Vintage will file a proxy statement and both companies will file other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You will be able to obtain the documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the SEC by Oxy free of charge by contacting Christel Pauli, Counsel and Assistant Secretary, Occidental Petroleum Corporation, at 10889 Wilshire Blvd., Los Angeles, California 90024. The documents will also be available online at [www.oxy.com](http://www.oxy.com).

## Participants in Solicitation

Oxy, Vintage and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Vintage shareholders in connection with the merger. Information about the directors and executive officers of Oxy and their ownership of Oxy stock is set forth in the proxy statement for Oxy 2005 Annual Meeting of Shareholders. Information about the directors and executive officers of Vintage and their ownership of Vintage stock is set forth in the proxy statement for Vintage's 2005 Annual Meeting of Shareholders. Investors may obtain additional information regarding the interests of such participants by reading the Form S-4 and proxy statement for the merger when they become available.

Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions.

## Forward-Looking Statements

The matters set forth in this presentation, including statements as to the expected benefits of the acquisition such as efficiencies, cost savings, financial strength, and the competitive ability and position of the combined company, and other statements identified by such words as "will," "estimates," "expects," "hopes," "projects," "plans," and similar expressions are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that could significantly affect expected results, including a delay in or failure to obtain required approvals, the possibility that the anticipated benefits from the acquisition cannot be fully realized, the possibility that costs or difficulties related to the integration will be greater than expected, the ability to manage regulatory, tax and legal matters, including changes in tax rates, the impact of competition, and other risk factors related to our industries as detailed in each of Oxy's and Vintage's reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Unless legally required, Oxy undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Actual results may differ from those set forth in the forward-looking statements.

The SEC limits the ability of oil and natural gas companies, in their filings with the SEC, to disclose reserves other than proved reserves demonstrated by actual production or conclusive formation tests to be economically producible under existing economic and operating conditions. We use certain terms in this press release, such as probable, possible and recoverable reserves, that the SEC's guidelines limit in filings with the SEC.

Information contained in this presentation regarding Vintage's production, reserves, results, assets and other information has been taken from Vintage's public filings with the SEC. Oxy makes no representation with respect to the accuracy of this information.

