

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Occidental 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.)

5 Greenway Plaza, Suite 110
Houston, Texas 77046
(Address of principal executive offices, including zip code)

Occidental Petroleum Corporation
2015 Long-Term Incentive Plan
(Full title of the plan)

Marcia E. Backus
Greenway Plaza, Suite 110
Houston, Texas 77046
(713) 215-7000
(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.20 par value per share	45,000,000	\$76.53	\$3,443,850,000	\$428,759.33

- (1) This Registration Statement (as defined below) registers 45,000,000 shares of common stock, \$0.20 par value per share (the "Common Stock"), of Occidental Petroleum Corporation ("Occidental") that may be delivered with respect to awards under the Occidental Petroleum Corporation 2015 Long-Term Incentive Plan (as amended from time to time, the "Plan"), which shares consist of 45,000,000 shares of Common Stock reserved and available for delivery with respect to awards under the Plan pursuant to the Second Amendment to the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of any stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock have been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act based upon the average of the high and low prices for a share of Common Stock as reported on the New York Stock Exchange on May 1, 2018.

EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

Occidental is filing this Form S-8 registration statement (the "Registration Statement") pursuant to General Instruction E of Form S-8 to register an additional 45,000,000 shares of Common Stock that may or will be delivered under the Plan. Such shares consist of shares of Common Stock that became available for delivery under the Plan pursuant to the Second Amendment to the Plan and shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan. The Second Amendment was approved by Occidental's stockholders at Occidental's Annual Meeting of Stockholders on May 4, 2018.

As permitted by General Instruction E of Form S-8, the contents of Occidental's Form S-8 registration statement (File No. 333-203801), filed on May 1, 2015, relating to the Plan is hereby incorporated by reference into this Registration Statement except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which immediately precedes such exhibits and is incorporated herein by reference.

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Restated Certificate of Incorporation of Occidental, dated November 12, 1999, and Certificates of Amendment thereto dated May 5, 2006, May 1, 2009, and May 2, 2014 (filed as Exhibit 4.1 to the Registration Statement on Form S-8 of Occidental dated May 1, 2015, File No. 333-203801).</u>
4.2	<u>Bylaws of Occidental, as amended through October 8, 2015 (filed as Exhibit 3.(ii) to the Current Report on Form 8-K of Occidental dated October 8, 2015, File No. 1-9210).</u>
4.3	<u>Indenture, dated as of August 18, 2011, between Occidental and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.1 to the Current Report on Form 8-K of Occidental dated August 15, 2011 (date of earliest event reported), File No. 1-9210).</u>
4.4	<u>Indenture (Senior Debt Securities), dated as of April 1, 1998, between Occidental and The Bank of New York, as Trustee (filed as Exhibit 4 to the Registration Statement on Form S-3 of Occidental, File No. 333-52053).</u>
4.5*	<u>Second Amendment to the Occidental Petroleum Corporation 2015 Long-Term Incentive Plan.</u>
5.1*	<u>Opinion of Vinson & Elkins L.L.P.</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Ryder Scott Company, Independent Petroleum Engineers.</u>
23.3*	<u>Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 to this Registration Statement).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, Occidental certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, in the State of Texas, on May 4, 2018.

Occidental Petroleum Corporation

By: /s/ Vicki Hollub
Name: Vicki Hollub
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Vicki Hollub, Marcia E. Backus and Cedric Burgher, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons, in the capacities indicated, on May 4, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Vicki Hollub</u> Vicki Hollub	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Cedric W. Burgher</u> Cedric W. Burgher	Senior Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Jennifer M. Kirk</u> Jennifer M. Kirk	Vice President, Controller and Principal Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ Spencer Abraham</u> Spencer Abraham	Director
<u>/s/ Howard I. Atkins</u> Howard I. Atkins	Director
<u>/s/ Eugene L. Batchelder</u> Eugene L. Batchelder	Chairman of the Board of Directors

<u>/s/ John E. Feick</u> John E. Feick	Director
<u>/s/ Margaret M. Foran</u> Margaret M. Foran	Director
<u>/s/ Carlos M. Gutierrez</u> Carlos M. Gutierrez	Director
<u>/s/ William R. Klesse</u> William R. Klesse	Director
<u>/s/ Jack B. Moore</u> Jack B. Moore	Director
<u>/s/ Avedick B. Poladian</u> Avedick B. Poladian	Director
<u>/s/ Elisse B. Walter</u> Elisse B. Walter	Director

SECOND AMENDMENT TO THE
2015 LONG-TERM INCENTIVE PLAN

THIS SECOND AMENDMENT (the “**Second Amendment**”) to the Occidental Petroleum Corporation 2015 Long-Term Incentive Plan, as amended from time to time (the “**Plan**”), is made by Occidental Petroleum Corporation, a Delaware Corporation (the “**Company**”). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.

Witnesseth:

WHEREAS, the Company previously adopted the Plan, under which the Company is authorized to grant equity-based incentive awards to certain employees, non-employee directors and other service providers of the Company and its subsidiaries;

WHEREAS, Section 8(a) of the Plan provides that the Company’s board of directors (the “**Board**”) may amend the Plan from time to time without approval of the stockholders of the Company, except that any amendment to the Plan, including any increase in any share limitation, of which stockholder approval is required by any federal or state law or regulation or the rules of any stock exchange or automated quotation system on which the shares of common stock of the Company may then be listed or quoted, must be approved by the Company’s stockholders not later than the next annual meeting of stockholders following such Board action;

WHEREAS, the Board now desires to amend the Plan to increase the number of shares of common stock, par value \$0.20 per share, of the Company (the “**Shares**”) available for awards under the Plan by 45,000,000 Shares, subject to approval by the stockholders of the Company; and

WHEREAS, the Board has determined that the Second Amendment shall be made effective as of February 8, 2018 (the “**Amendment Effective Date**”), subject to approval by the stockholders of the Company.

NOW, THEREFORE, BE IT RESOLVED, the Plan shall be amended as of the Amendment Effective Date, subject to approval by the stockholders of the Company, as set forth below:

Section 4(a) of the Plan is hereby deleted and replaced in its entirety with the following:

Overall Number of Shares Available for Delivery. Subject to the limitations set forth in the Plan, the total number of shares of Stock reserved and available for issuance in connection with Awards under the Plan shall not exceed 80,000,000 shares. In addition to the 80,000,000 shares, any shares subject to awards under the Occidental Petroleum Corporation 2005 Long-Term Incentive Plan (the “**2005 Plan**”) that, following the Effective Date, are forfeited, cancelled or terminated, expire unexercised or are settled in cash in lieu of Stock will also be available for the grant of Awards under the Plan. Any shares of Stock issued in connection with Awards other than Options and SARs shall be counted against the limits described above as three (3) shares of Stock for every one (1) share issued in connection with such Award or by which the Award is valued by reference as three (3) shares. A maximum of 80,000,000 shares of Stock of the total authorized under this Section 4(a) may be granted as Incentive Stock Options. Notwithstanding anything contrary in the Plan, no Participant may be granted, during any calendar year, an Award consisting of Options or SARs that are exercisable for more than two million (2,000,000) shares of Stock. The limitations of this Section 4(a) shall be subject to the adjustment provisions of Section 8.

RESOLVED FURTHER, that except as amended hereby, the Plan is specifically ratified and reaffirmed.

May 4, 2018

Occidental Petroleum Corporation
5 Greenway Plaza, Suite 110
Houston, Texas 77046

Ladies and Gentlemen:

We have acted as counsel for Occidental Petroleum Corporation, a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 45,000,000 shares of the Company's common stock, par value \$0.20 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on May 4, 2018, which Shares may be issued from time to time in accordance with the terms of the Occidental Petroleum Corporation 2015 Long-Term Incentive Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York
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This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins LLP

Vinson & Elkins LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Occidental Petroleum Corporation:

We consent to the use of our reports dated February 23, 2018, with respect to the consolidated balance sheets of Occidental Petroleum Corporation as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes and financial statement schedule II, and the effectiveness of internal control over financial reporting as of December 31, 2017, incorporated by reference herein.

(signed) KPMG LLP

Houston, Texas
May 4, 2018



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS

TBPE REGISTERED ENGINEERING FIRM F-1580
 1100 LOUISIANA SUITE 4600

HOUSTON, TEXAS 77002-5294

FAX (713) 651-0849
 TELEPHONE (713) 651-9191

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

Ryder Scott Company, L.P., as independent oil and gas consultants, hereby consents to the incorporation by reference in this Registration Statement on Form S-8 of Occidental Petroleum Corporation (the "Company") of references to Ryder Scott Company, L.P. and information from its Process Review dated January 29, 2018, included or made a part of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Ryder Scott Company, L.P.

RYDER SCOTT COMPANY, L.P.
 TBPE Firm Registration No. F-1580

Houston, Texas
 May 4, 2018

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