

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

<p>1. Name and Address of Reporting Person*</p> <p>McGee, Robert M.</p> <p>(Last) (First) (Middle)</p> <p>Occidental International Corporation 1717 Pennsylvania Avenue, N.W., Suite 400</p> <p>(Street)</p> <p>Washington, D.C. 20006</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Occidental Petroleum Corporation OXY</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> <p>4. Statement for Month/Day/Year</p> <p>05/20/2002</p> <p>5. If Amendment, Date of Original (Month/Year)</p> <p>06/2002</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Vice President</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2002		M		5,000	A	\$19.8750		D	
Common Stock	05/20/2002		M		30,125	A	\$20.5000		D	
Common Stock	05/20/2002		S		35,125	D	\$29.5803		D	
Common Stock	05/20/2002		M		5,000	A	\$17.7500		D	
Common Stock	05/20/2002		M		4,875	A	\$20.5000		D	
Common Stock	05/20/2002		F		6,399	D	\$29.5812 [†]		D	
Common Stock	05/22/2002		S		4,513	D	\$29.8914 ^{††}	3,476	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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 Deriv-	3. Transaction Date (Month/	3a. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Deriv-ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exer-cisable and Ex-piration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv-ative Secur-	9. Number of Deriv-ative Secur-ities	10. Owner-ship Form of Deriv-ative	11. Na-ture of In-direct Bene-
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	ative Security	Day/Year	(Month/Day/Year)					Date	Expira- tion Date	Title	Amount or Number of Shares	ity (Instr. 5)	Bene- ficially Owned at End of Month (Instr. 4)	Secur- ity: Direct (D) or Indi- rect (I) (Instr. 4)	ficial Own- ership (Instr. 4)
				Code	V	(A)	(D)								
Employee stock option (right to buy)	\$19.8750	05/20/02		M			5,000	*	05/29/02	Common Stock	5,000		0	D	
Employee stock option (right to buy)	\$17.7500	05/20/02		M			5,000	**	04/29/04	Common Stock	5,000		0	D	
Employee stock option (right to buy)	\$20.5000	05/20/02		M			4,875	***	07/14/09	Common Stock	4,875			D	
Employee stock option (right to buy)	\$20.5000	05/20/02		M			30,125	***	07/14/09	Common Stock	30,125		0	D	

Explanation of Responses:

- † Average sale price; 5,000 shares were sold at \$29.5810 and 4,875 shares were sold at \$29.5814.
- †† Average sale price; 3,900 shares were sold at \$29.8900 and 613 shares were sold at \$29.9000.
- * The option vested in three equal annual installments beginning on April 29, 1993.
- ** The option vested in three equal annual installments beginning on April 29, 1995.
- *** One-third of the option vested on July 14, 2000. The remainder of the option vested on May 3, 2001.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 control number.

/s/ CHRISTEL H. PAULI

**Signature of Reporting Person
Christel H. Pauli, Attorney-in-Fact
for Robert M. McGee

January 14, 2003

Date