

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)

1. Name and Address of Reporting Person*
2. Issuer Name and Ticker or Trading Symbol
6. Relationship of Reporting Person(s) to Issuer
Chazen, Stephen I. Occidental Petroleum Corporation OXY
10889 Wilshire Boulevard Los Angeles, California 90024
12/09/2002
Chief Financial Officer and Executive Vice President - Corporate Development

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 7 columns: 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)

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)

Table with 11 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3a. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned, 10. Ownership Form: Direct (D) or Indirect (I), 11. Nature of Indirect Beneficial Ownership

	Day/ Year)	Code	V	(A)	(D)	Date	Expira-	Title	Amount or Number of Shares	(Instr. 5)	Owned at End	Direct (D) or	ership (Instr. 4)
						Exer- cisable	tion Date			Month (Instr. 4)	of Month (Instr. 4)	Indi- rect (I) (Instr. 4)	
Phantom stock units	1-for-1	12/09/02	A	(1)	45,000	(2)	(2)	Common Stock	45,000	\$27.67	163,674	D	

Explanation of Responses:

- (1) Grant of restricted stock units pursuant to the Occidental Petroleum Corporation 2001 Incentive Compensation Plan.
- (2) Phantom restricted stock units to be settled for common stock upon retirement or termination of employment.

** 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.

/s/ CHRISTEL H. PAULI

 **Signature of Reporting Person

December 11,
2002

 Date

Christel H. Pauli, Attorney-in-Fact
for Stephen I. Chazen

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.