

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

 FORM S-3
 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.)

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. 333-52053

If 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	\$70,000,000	100%	\$70,000,000 (3)	\$19,460

(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.

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INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3,
FILE NO. 333-52053

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. 333-52053) declared effective on May 12, 1998 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 November 16, 1998.

OCCIDENTAL PETROLEUM CORPORATION

By: /s/ R. R. Irani*

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	November 16, 1998
/s/ A. R. Leach* ----- Anthony R. Leach	Executive Vice President and Chief Financial Officer	November 16, 1998
/s/ S. P. Dominick* ----- Samuel P. Dominick	Vice President and Controller (Chief Accounting Officer)	November 16, 1998
/s/ John S. Chalsty* ----- John S. Chalsty	Director	November 16, 1998
/s/ Edward P. Djerejian* ----- Edward P. Djerejian	Director	November 16, 1998
----- John E. Feick	Director	

----- Albert Gore	Director	
/s/ Arthur Groman*	Director	November 16, 1998
----- Arthur Groman		
/s/ J. Roger Hirl*	Director	November 16, 1998
----- J. Roger Hirl		
----- John W. Kluge	Director	
/s/ Dale R. Laurance*	Director	November 16, 1998
----- Dale R. Laurance		
/s/ I. W. Maloney*	Director	November 16, 1998
----- Irvin W. Maloney		
/s/ George O. Nolley*	Director	November 16, 1998
----- George O. Nolley		
/s/ R. Segovia*	Director	November 16, 1998
----- Rodolfo Segovia		
/s/ A.D. Syriani*	Director	November 16, 1998
----- Aziz D. Syriani		
/s/ Rosemary Tomich*	Director	November 16, 1998
----- Rosemary Tomich		
/s/ Donald P. de Brier		November 16, 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
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).
25	Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Trustee under the Indenture.

November 16, 1998

Occidental Petroleum corporation
10889 Wilshire Boulevard
Los Angeles, California 90024

Re: Occidental Petroleum Corporation
Registration Statement of Form S-3

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 "462(b) Registration Statement"), which is to be filed by Occidental on November , 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 "Effective Registration Statement" and together with the 462(b) Registration Statement, the "Registration Statement") of Occidental (File No. 333-52053) filed with the Securities and Exchange Commission (the "Commission") on May 7, 1998. The 462(b) Registration Statement relates to the registration under the Securities Act of \$70,000,000 aggregate public offering price of senior debt securities (the "Debt Securities") of Occidental. The Debt Securities are to be issued pursuant to an Indenture, dated as of April 1, 1998 (the "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 462(b) Registration Statement (including the documents incorporated therein, including the Effective 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 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 462(b) 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 (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 462(b) 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,

By: /s/ Robert E. Sawyer

Name: Robert E. Sawyer

Title: Associate General Counsel

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
November 16, 1998

ARTHUR ANDERSEN LLP

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK
(Exact name of trustee as specified in its charter)

New York 13-5160382
(State of incorporation (I.R.S. employer
if not a U.S. national bank) identification no.)
48 Wall Street, New York, N.Y. 10286
(Address of principal executive offices) (Zip code)

OCCIDENTAL PETROLEUM CORPORATION
(Exact name of obligor as specified in its charter)

Delaware 95-4035997
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) identification no.)
10889 Wilshire Boulevard
Los Angeles, California 90024
(Address of principal executive offices) (Zip code)

Debt Securities
(Title of the indenture securities)

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1. GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

(a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING AUTHORITY TO WHICH IT IS SUBJECT.

Name	Address
Superintendent of Banks of the State of New York	2 Rector Street, New York, N.Y. 10006, and Albany, N.Y. 12203
Federal Reserve Bank of New York	33 Liberty Plaza, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

None.

16. LIST OF EXHIBITS.

EXHIBITS IDENTIFIED IN PARENTHESES BELOW, ON FILE WITH THE COMMISSION, ARE INCORPORATED HEREIN BY REFERENCE AS AN EXHIBIT HERETO, PURSUANT TO RULE 7a-29 UNDER THE TRUST INDENTURE ACT OF 1939 (THE "ACT") AND 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672 and Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637.)
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 33-31019.)
6. The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 33-44051.)
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 16th day of November, 1998.

THE BANK OF NEW YORK

By: /s/THOMAS C. KNIGHT

Name: THOMAS C. KNIGHT
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of

THE BANK OF NEW YORK

of 48 Wall Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 1998,
published in accordance with a call made by the Federal Reserve Bank of this
District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts
in Thousands

ASSETS

Cash and balances due from depos- itory institutions:	
Noninterest-bearing balances and currency and coin.....	\$ 7,301,241
Interest-bearing balances.....	1,385,944
Securities:	
Held-to-maturity securities.....	1,000,737
Available-for-sale securities.....	4,240,655
Federal funds sold and Securities pur- chased under agreements to resell.....	971,453
Loans and lease financing receivables:	
Loans and leases, net of unearned income.....	38,788,269
LESS: Allowance for loan and lease losses.....	632,875
LESS: Allocated transfer risk reserve.....	0
Loans and leases, net of unearned income, allowance, and reserve.....	38,155,394
Assets held in trading accounts.....	1,307,562
Premises and fixed assets (including capitalized leases).....	670,445
Other real estate owned.....	13,598
Investments in unconsolidated subsidiaries and associated companies.....	215,024
Customers' liability to this bank on acceptances outstanding.....	974,237
Intangible assets.....	1,102,625
Other assets.....	1,944,777

Total assets.....	\$59,283,692 =====

LIABILITIES

Deposits:	
In domestic offices.....	\$26,930,258
Noninterest-bearing.....	11,579,390
Interest-bearing.....	15,350,868
In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	16,117,854
Noninterest-bearing.....	187,464
Interest-bearing.....	15,930,390
Federal funds purchased and Securities sold under agreements to repurchase.....	2,170,238
Demand notes issued to the U.S Treasury.....	300,000

Trading liabilities.....	1,310,867
Other borrowed money:	
With remaining maturity of one year or less.....	2,549,479
With remaining maturity of more than one year through three years.....	0
With remaining maturity of more than three years.....	46,654
Bank's liability on acceptances exe- cuted and outstanding.....	983,398
Subordinated notes and debentures.....	1,314,000
Other liabilities.....	2,295,520

Total liabilities.....	54,018,268

EQUITY CAPITAL	
Common stock.....	1,135,284
Surplus.....	731,319
Undivided profits and capital reserves.....	3,385,227
Net unrealized holding gains (losses) on available-for-sale securities.....	51,233
Cumulative foreign currency transla- tion adjustments.....	(37,639)

Total equity capital.....	5,265,424

Total liabilities and equity capital.....	\$59,283,692
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I, Robert E. Keilman, Senior Vice President and Comptroller of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

Robert E. Keilman

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true and correct.

J. Carter Bacot, Director
Thomas A. Renyi, Director
Alan R. Griffith, Director
