

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

CANADIAN OCCIDENTAL PETROLEUM LTD.

(Name of Issuer)

Common Shares, par value \$1.00 per share

(Title of Class of Securities)

136 420 106

(CUSIP Number)

Donald P. de Brier, Esq.
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, California 90024
(310) 208-8800

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 27, 1999

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
[]

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Petroleum Corporation
95-4035997

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,223,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,223,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,223,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Petroleum Investment Co.
95-2584267

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,219,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,219,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,219,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Oil and Gas Corporation
95-2864974

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		4,000 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		4,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,000 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

OXY USA Inc.
73-1166880

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		4,000 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		4,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,000 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Chemical Holding Corporation
95-2865897

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,215,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,215,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,215,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Oxy Chemical Corporation
95-2813195

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,215,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,215,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,215,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Oxy CH Corporation
95-3992422

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,215,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,215,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,215,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Chemical Corporation
16-0484732

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		40,215,620 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		40,215,620 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,215,620 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Chemical Investment (Canada) 1, Inc.
95-4628624

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		35,764,388 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		35,764,388 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,764,388 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

26.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Occidental Chemical Investment (Canada) 2, Inc.
95-4628625

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(SEE INSTRUCTIONS) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	:	7	SOLE VOTING POWER
	:	0	
NUMBER OF	:		
SHARES	:	8	SHARED VOTING POWER
BENEFICIALLY	:		4,459,232 shares
OWNED BY	:		
EACH	:	9	SOLE DISPOSITIVE POWER
REPORTING	:	0	
PERSON WITH	:		
	:	10	SHARED DISPOSITIVE POWER
	:		4,459,232 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,459,232 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

EXPLANATORY NOTE:

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") restates and amends the Statement on Schedule 13D (the "Schedule 13D") originally filed on February 28, 1992 by Occidental Petroleum Corporation ("Occidental"), Occidental Petroleum Investment Co., Occidental Chemical Holding Corporation, Oxy Chemical Corporation, Oxy CH Corporation, Occidental Chemical Corporation, Occidental Oil and Gas Corporation and OXY USA Inc. (successor to OXY Oil and Gas USA Inc.), as amended and supplemented by Amendment No. 1 to Schedule 13D filed on March 10, 1992 with respect to the common shares ("CanadianOxy Shares") of Canadian Occidental Petroleum Ltd. ("CanadianOxy") owned by them.

In this Amendment No. 2, all of the amounts of CanadianOxy Shares have been adjusted for stock splits which occurred subsequent to July 1971 through the most recent split in May 1996.

This Amendment No. 2 is being filed to report (i) the transfer to and the acquisition of beneficial ownership by and among subsidiaries of Occidental pursuant to the most recent internal reorganization described in Item 3 below and (ii) Occidental's current position with respect to its investment in CanadianOxy Shares as described in Item 4 below.

ITEM 1. SECURITY AND ISSUER

Title of Class of Securities:

Common Shares, par value \$1.00 per share (the "CanadianOxy Shares").

Name of Issuer:

Canadian Occidental Petroleum Ltd.

Address of Issuer's Principal Executive Offices:

1500, 635-8th Avenue, S.W.
Calgary, Alberta, Canada, T2P 3Z1

ITEM 2. IDENTITY AND BACKGROUND

OCCIDENTAL PETROLEUM CORPORATION ("OCCIDENTAL")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: engaged, through its subsidiaries and affiliates, in the production, development and marketing of natural resources and chemicals

OCCIDENTAL PETROLEUM INVESTMENT CO. ("OPIC")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

(ii) Principal business: holding company

OCCIDENTAL OIL AND GAS CORPORATION ("OOGC")

(i) Address of principal office and principal business

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: holding company for oil and gas entities

OXY USA INC. ("OXY USA")

(i) Address of principal office and principal business

110 West 7th Street
P.O. Box 300
Tulsa, Oklahoma 74012

(ii) Principal business: domestic oil and gas exploration and production

OCCIDENTAL CHEMICAL HOLDING CORPORATION ("OCHC")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: production, marketing and research of industrial and specialty chemicals, plastics, agricultural chemicals, chemical fertilizers, feed products.

OXY CHEMICAL CORPORATION ("OXY CC")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: holding company

OXY CH CORPORATION ("OXY CH")

(i) Address of principal office and principal business

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: holding company

OCCIDENTAL CHEMICAL CORPORATION ("OCC")

(i) Address of principal office and principal business:

5005 LBJ Freeway
Dallas, Texas 75244

(ii) Principal business: produces wide variety of industrial chemicals and plastics; also sells chemical process technology

OCCIDENTAL CHEMICAL INVESTMENT (CANADA) 1, INC. ("OCIC1")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: holding company

OCCIDENTAL CHEMICAL INVESTMENT (CANADA) 2, INC. ("OCIC2")

(i) Address of principal office and principal business:

10889 Wilshire Boulevard
Los Angeles, California 90024

(ii) Principal business: holding company

The name, business address and current principal occupation or employment of each of the executive officers and directors of Occidental, OPIC, OCHC, Oxy CC, Oxy CH, OCC, OOGC, OXY USA, OCIC1 and OCIC2 (collectively, "Companies") are set forth below. Unless otherwise indicated, the business address of each such person is 10889 Wilshire Boulevard, Los Angeles, California 90024. All such persons listed below are citizens of the United States except Mr. Syriani, who is a citizen of Lebanon; Dr. Segovia, who is a citizen of Colombia; and Mr. Feick, who is a citizen of Canada. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to employment with Occidental. Directors of Occidental are identified by an asterisk (*).

Name and Business Address -----	Present Principal Occupation or Employment -----
Ray R. Irani*	Chairman of the Board and Chief Executive Officer
Dale R. Laurance*	President; Director and Chairman of the Board, President and Chief Executive Officer of OOGC
John W. Alden(1) (4) (8) (9)	Assistant Treasurer and Assistant Secretary; Vice President and Secretary of OPIC; Assistant Secretary of OXY USA
Ronald W. Burkle* 10000 Santa Monica Boulevard Los Angeles, California 90067	Managing Partner and majority owner of The Yucaipa Companies
John S. Chalsty* 277 Park Avenue New York, New York 10172	Chairman of the Board, Donaldson, Lufkin & Jenrette, Inc.
Edward P. Djerejian* Rice University, MS-40 6100 Main Street Houston, Texas 77005-1892	Director, James A. Baker III Institute for Public Policy
John E. Feick* 230, 319-2nd Avenue, SW Calgary, Alberta, Canada T2P OC5	President, Matrix Solutions, Inc.
J. Roger Hirl*(4) (6) (7) 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President; President and Chief Executive Officer of OCHC; President and Chief Executive Officer of Oxy CC; President and Chief Executive Officer of Oxy CH; President and Chief Executive Officer of OCC
John W. Kluge* 215 East 67th Street New York, New York 10021	Chairman and President, Metromedia Company
Irwin W. Maloney*	Retired Chairman and CEO, Dataproducts Corporation
Rudolfo Segovia* Cra. 9A No. 99-02 OF. 1003 Apdo. Aereo 14451 Santafe de Bogota, Colombia	Visiting Professor of Management at Lehigh University
Aziz D. Syriani* 505 Park Avenue - 11th Floor New York, New York 10022	President and Chief Operating Officer of The Olayan Group

Name and Business Address -----	Present Principal Occupation or Employment -----
Rosemary Tomich*	Owner of the Hope Cattle Company and the A.S. Tomich Construction Company; Chairman of the Board of Directors and Chief Executive Officer, Livestock Clearing, Inc.
Stephen I. Chazen	Executive Vice President - Corporate Development and Chief Financial Officer
Donald P. de Brier	Executive Vice President, Secretary and General Counsel
Richard W. Hallock	Executive Vice President - Human Resources
John W. Morgan	Executive Vice President - Operations; Vice President of OPIC; Vice President of Occidental Chemical Investment (Canada) 1, Inc.; Vice President of Occidental Chemical Investment (Canada) 2, Inc.
W. Howard Collins	Vice President - Public Relations
S. P. Dominick, Jr.	Vice President and Controller; Vice President and Controller of OPIC
J. R. Havert	Vice President and Treasurer; Assistant Treasurer of OPIC; Vice President and Treasurer of OOGC; Vice President and Treasurer of OXY USA; Assistant Treasurer and Vice President of OCHC; Vice President and Treasurer of Oxy CC; Vice President and Treasurer of Oxy CH; Vice President and Treasurer of OCC; Assistant Treasurer of Occidental Chemical Investment (Canada) 1, Inc.; Assistant Treasurer of Occidental Chemical Investment (Canada) 2, Inc.
Kenneth J. Huffman	Vice President - Investor Relations
Anthony R. Leach(1) (4) (8) (9)	Vice President - Finance; President of OPIC; Executive Vice President of OCHC; Vice President of OCC; President of Occidental Chemical Investment (Canada) 1, Inc.; President of Occidental Chemical Investment (Canada) 2, Inc.
Robert M. McGee	Vice President

Name and Business Address -----	Present Principal Occupation or Employment -----
Richard A. Swan	Vice President - Health, Environment and Safety
Aurmond A. Watkins, Jr.	Vice President - Tax; Vice President of OCHC; Vice President and Assistant Secretary of OCC
Robert E. Irelan(2)	Executive Vice President - Worldwide Production of OOGC
S. A. (Pete) Smith	Executive Vice President of OOGC
Robert W. Brewer(3) 110 West 7th Street P.O. Box 300 Tulsa, Oklahoma 74102	President of OXY USA
Charles A. Purser(3) 110 West 7th Street P.O. Box 300 Tulsa, Oklahoma 74102	Secretary of OXY USA
Richard A. Lorraine(7) 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President and Chief Financial Officer of OCHC; Chief Financial Officer and Executive Vice President of Oxy CC; Director and Chief Financial Officer and Executive Vice President of Oxy CH; Executive Vice President and Chief Financial Officer of OCC
Keith C. McDole(6) (7) 5005 LBJ Freeway Dallas, Texas 75244	Secretary, General Counsel and Senior Vice President of OCHC; Secretary, Senior Vice President and General Counsel of Oxy CC; Secretary, Senior Vice President and General Counsel of Oxy CH; Secretary and General Counsel and Senior Vice President of OCC
Charles F. Hazzard 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President - Administration of OCC
John L. Hurst III 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President of OCC
Charles L. Mears 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President - Basic Chemicals of OCC

Name and Business Address -----	Present Principal Occupation or Employment -----
R. J. Schuh 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President - Performance Products of OCC
Frank M. Spinola 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President - Industrial Specialties of OCC
Leslie J. Story 5005 LBJ Freeway Dallas, Texas 75244	Executive Vice President - Technology and Commercialization of OCC

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- (1) Director of OPIC
 - (2) Director of OOGC
 - (3) Director of OXY USA
 - (4) Director of OCHC
 - (5) Director of Oxy CC
 - (6) Director of Oxy CH
 - (7) Director of OCC
 - (8) Director of OCIC1
 - (9) Director of OCIC2

During the last five years none of the Companies or the natural persons named above (a) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) (b) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Prior to July 1971, Occidental Overseas Capital Corporation, a Delaware corporation ("OCC"), which was then a wholly owned subsidiary of the predecessor corporation to Occidental (for simplicity, such predecessor corporation is referred to as "Occidental"), owned 56% of the outstanding capital stock of Jefferson Lake Petrochemical of Canada Limited, a Canadian corporation ("Petrochem"). The remaining capital stock of Petrochem was publicly held.

In order to simplify and consolidate Occidental's business interests in Canada and to accomplish those savings which could be effected by the combination of these businesses into a single entity, an amalgamation under the Canadian Business Corporations Act of Petrochem and certain indirect, wholly owned subsidiaries of Occidental was effected, pursuant to which CanadianOxy was formed. Simultaneously with such amalgamation, Occidental

transferred all of its Canadian oil and gas operations to CanadianOxy in exchange for 13,045,464 CanadianOxy Shares (such transfer, together with the above-referenced amalgamation, the "Reorganization"). In connection with the Reorganization, (i) OCCC received 17,821,656 CanadianOxy Shares, (ii) Occidental Chemical Ltd. ("OCL"), as a shareholder of one or more of the amalgamated corporations, received 32,191,272 CanadianOxy Shares, (iii) OCC, as a shareholder of one or more of the amalgamated corporations, received 2,483,664 CanadianOxy Shares, and Hooker Parker (Canada) Limited ("HPCL"), as a shareholder of one or more of the amalgamated corporations, received 1,081,452 CanadianOxy Shares.

Between July 1971 and February 17, 1992, there were numerous internal reorganizations of the Companies' ownership of the CanadianOxy Shares.

On February 18, 1992, pursuant to an internal reorganization of the Companies' ownership of the CanadianOxy Shares, Oxy CC and OCC together transferred all of the outstanding equity of HPCL and OCL to a wholly owned subsidiary of CanadianOxy in exchange for 26,636,362 newly issued CanadianOxy Shares, which amount equals the aggregate amount of CanadianOxy Shares theretofore held by HPCL and OCL.

On March 10, 1992, Oxy CC sold 24,000,000 CanadianOxy Shares to the Underwriters (as defined in Item 4 below) in a public offering in Canada and private transactions in the United States.

On April 11, 1997, pursuant to an internal reorganization of the Companies' ownership of the CanadianOxy Shares, Occidental, OCC, and Oxy USA exchanged all rights with respect to their respective CanadianOxy Shares for shares of OCIC1 and Oxy CC exchanged all rights with respect to its CanadianOxy Shares for shares of OCIC2.

ITEM 4. PURPOSE OF TRANSACTION

Each of OCC and Oxy CC acquired the shares of CanadianOxy owned by HPCL and OCL pursuant to an internal reorganization of the ownership of such shares.

Pursuant to the Underwriting Agreement, dated February 19, 1992 (the "Underwriting agreement") among Occidental, Oxy CC, OCC, CanadianOxy, RBC Dominion Securities and the other underwriters named therein (the "Underwriters"), Oxy CC sold 24,000,000 CanadianOxy Shares on March 10, 1992 (the "Offering"). Oxy CC received 11.75 Canadian dollars per CanadianOxy Share and the 24,000,000 CanadianOxy Shares were pledged by the Underwriters, for the benefit of Oxy CC, pursuant to the terms of an Instalment Receipt and Pledge Agreement (the Instalment Receipt Agreement), by and among Occidental, Oxy CC, CanadianOxy, the Underwriters, Royal Trust Company, as Custodian (the "custodian"), and a wholly owned subsidiary of the Custodian, as the Security Agent. The Underwriters, pursuant to the Underwriting Agreement, sold

Instalment Receipts, each of which represented the right to receive one CanadianOxy Share upon payment of the second (and final) instalment of 14.00 Canadian dollars per CanadianOxy Share (the "Final Instalment"). The Final Instalments were paid by December 31, 1992. As a result of the Offering, the Companies owned beneficially 40,223,620 CanadianOxy Shares, or approximately 30.1% of the CanadianOxy Shares.

Pursuant to an internal reorganization of Occidental's investment in the CanadianOxy Shares, OCIC1 acquired all rights with respect to the CanadianOxy Shares previously held by Occidental, OCC and Oxy USA and OCIC2 acquired all rights with respect to the CanadianOxy Shares previously held by Oxy CC. It is expected that OCIC1 and OCIC2 will become the record owners of such shares.

Through the Companies, Occidental currently holds its CanadianOxy Shares with a view toward maximizing long-term shareholder value for Occidental's shareholders.

Occidental reviews and analyzes on a continuing basis its investments in each of its subsidiaries and other operations, including the CanadianOxy Shares, in order to determine whether shareholder value for Occidental's shareholders is better served by holding those investments, disposing of or monetizing those investments or recapitalizing or otherwise restructuring those investments. With respect to the CanadianOxy Shares, these reviews and analyses are based upon a variety of factors, including without limitation, the price of, and other market conditions relating to, the CanadianOxy Shares, the investment return on the CanadianOxy Shares, CanadianOxy's business and prospects, other investment and business opportunities available to Occidental, general stock market and economic conditions, tax considerations and other factors deemed relevant.

As part of this periodic review, Occidental is currently considering all of its options, including without limitation, whether Occidental (and the other Companies) should:

- (i) continue to hold all of its CanadianOxy Shares;
- (ii) sell for cash all or a portion of its CanadianOxy Shares in privately negotiated or underwritten transactions with one or more purchasers, including CanadianOxy, underwriters or third parties;
- (iii) acquire all or an additional portion of the outstanding CanadianOxy Shares;
- (iv) exchange all or a portion of its CanadianOxy Shares for assets of CanadianOxy or a third party;
- (v) exchange all or a portion of its CanadianOxy Shares for stock of a third party;

(vi) acquire either directly or from a third party assets held by CanadianOxy for cash; or

(vii) any combination of the foregoing.

Any such transaction would be subject, among other things, to the negotiation of satisfactory terms and conditions and all necessary governmental filings and approvals, including, in certain circumstances, the approval of CanadianOxy's board of directors and/or shareholders. If Occidental (and the other Companies) were to pursue one of the transactions described in clauses (ii) through (vii) above, it is possible that one or more of the consequences listed in paragraphs (a) - (j) of Item 4 of Schedule 13D could occur.

Occidental has disclosed to the board of directors of CanadianOxy that, with respect to its investment in CanadianOxy, Occidental currently intends to actively consider and entertain alternative transactions for maximizing value for Occidental's shareholders. However, there can be no assurance that any such transaction will be pursued, or, if pursued, will be consummated.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of July 28, 1999:

- (i) Occidental beneficially owned 40,223,620 CanadianOxy Shares (approximately 29.2% of the outstanding CanadianOxy Shares); all but 4,000 of such CanadianOxy Shares are owned of record by subsidiaries of Occidental;
- (ii) OPIC beneficially owned 40,219,620 CanadianOxy Shares (approximately 29.2% of the outstanding CanadianOxy Shares); all of such CanadianOxy Shares are owned of record by subsidiaries of OPIC;
- (iii) OCHC and Oxy CC beneficially owned 40,215,620 CanadianOxy Shares (approximately 29.2% of the outstanding CanadianOxy Shares); all of such CanadianOxy Shares are owned of record by subsidiaries of OCHC and Oxy CC; 4,459,232 CanadianOxy Shares are owned of record by Oxy CC;
- (iv) OOGC and Oxy USA beneficially owned 4,000 CanadianOxy Shares (approximately 0.0% of the outstanding CanadianOxy Shares); all of such CanadianOxy Shares are owned of record by subsidiaries of OOGC and Oxy USA; 4,000 CanadianOxy Shares are owned of record by Oxy USA;
- (v) Oxy CH and OCC beneficially owned 40,215,620 CanadianOxy Shares (approximately 29.2% of the outstanding CanadianOxy Shares); 4,459,232 of such CanadianOxy Shares are owned of record by Oxy CC

and 35,756,388 of such CanadianOxy Shares are owned of record by OCC;

- (vi) OCIC1 beneficially owned 35,764,388 CanadianOxy Shares (approximately 26.0% of the outstanding CanadianOxy Shares); 4,000, 4,000, and 35,756,388 of such shares are owned of record by Occidental, OXY USA and OCC, respectively;
- (vii) OCIC2 beneficially owned 4,459,232 CanadianOxy Shares (approximately 3.2% of the outstanding CanadianOxy Shares); 4,459,232 of such CanadianOxy Shares are owned of record by Oxy CC;
- (viii) Dr. Ray R. Irani beneficially owned options to acquire 100,000 CanadianOxy Shares, of which options to acquire 60,000 CanadianOxy Shares are presently exercisable;
- (ix) Dr. Dale R. Laurance beneficially owned 3,000 CanadianOxy Shares; all of such CanadianOxy Shares are owned of record by Dr. Laurance;
- (x) John E. Feick beneficially owned 3,000 CanadianOxy Shares; all of such CanadianOxy Shares are owned of record by Mr. Feick.

(b) Number of shares as to which Occidental has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 40,223,620

Number of shares as to which Occidental has:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition: 40,223,620

Number of shares as to which OPIC has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 40,219,620

Number of shares as to which OPIC has:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition: 40,219,620

Number of shares as to which OOGC and Oxy USA have:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 4,000

Number of shares as to which OOGC and Oxy USA have:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition:
4,000

Number of shares as to which OCHC and Oxy CC have:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 40,215,620

Number of shares as to which OCHC and Oxy CC have:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition:
40,215,620

Number of shares as to which Oxy CH and OCC have:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 40,215,620

Number of shares as to which Oxy CH and OCC have:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition:
40,215,620

Number of shares as to which OCIC1 has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 35,764,388

Number of shares as to which OCIC1 has:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition:
35,764,388

Number of shares as to which OCIC2 has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 4,459,232

Number of shares as to which OCIC2 has:

- (i) sole power to dispose or to direct the disposition: 0
- (ii) shared power to dispose or to direct the disposition:
4,459,232

Number of shares as to which Dr. Ray R. Irani has:

- (i) sole power to vote or to direct the vote: 60,000
- (ii) shared power to vote or to direct the vote: 0

Number of shares as to which Dr. Ray R. Irani has:

- (i) sole power to dispose or to direct the disposition:
60,000
- (ii) shared power to dispose or to direct the disposition: 0

Number of shares as to which Dr. Dale R. Laurance has:

- (i) sole power to vote or to direct the vote: 3,000
- (ii) shared power to vote or to direct the vote: 0

Number of shares as to which Dr. Dale R. Laurance has:

- (i) sole power to dispose or to direct the disposition: 3,000
- (ii) shared power to dispose or to direct the disposition: 0

Number of shares as to which John E. Feick has:

- (i) sole power to vote or to direct the vote: 3,000

(ii) shared power to vote or to direct the vote: 0

Number of shares as to which John E. Feick has:

(i) sole power to dispose or to direct the disposition: 3,000

(ii) shared power to dispose or to direct the disposition:0

(c) On February 18, 1992, pursuant to an internal reorganization of the Companies' ownership of the CanadianOxy Shares, Oxy CC and OCC together transferred all of the outstanding equity of HPCL and OCL to a wholly owned subsidiary of CanadianOxy in exchange for 26,636,362 newly issued CanadianOxy Shares.

On March 10, 1992, Oxy CC sold 24,000,000 CanadianOxy Shares to the Underwriters in a public offering in Canada and private transactions in the United States.

On April 11, 1997, pursuant to an internal reorganization of the Companies' ownership of the CanadianOxy Shares, Occidental, OCC and Oxy USA exchanged all rights with respect to their respective CanadianOxy Shares for shares of OCIC1, and Oxy CC exchanged all rights with respect to its CanadianOxy Shares for shares of OCIC2.

(d) Not applicable

(e) Not applicable

ITEM 6. CONTRACTS, ARRANGEMENTS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Occidental, Oxy CC, OCC and CanadianOxy are parties to the Underwriting Agreement with the Underwriters. Pursuant to the Underwriting Agreement Oxy CC sold 24,000,000 CanadianOxy Shares on an instalment receipt basis, as described in Item 4 above. Pursuant to the Underwriting Agreement, Occidental and Oxy CC agreed to indemnify the Underwriters against certain liabilities relating to disclosure in the prospectus relating to the offering of Installment Receipts.

Except for the agreements pursuant to which Occidental, Oxy CC, OCC and OXY USA transferred ownership of their CanadianOxy Shares to OCIC1 and OCIC2, there are currently no other effective contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such person and any other person with respect to any securities of CanadianOxy.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 - Agreement Pursuant to Rule 13d-1(f) (1) (iii).*
- Exhibit 2 - Underwriting Agreement, dated February 19, 1992, among Occidental, OCC, Oxy CC, CanadianOxy and the Underwriters.*
- Exhibit 3 - Amalgamation Agreement, dated as of February 18, 1992, among CanadianOxy, Subco (a wholly owned subsidiary of CanadianOxy), HPCL and OCL.*
- Exhibit 4 - Agreement pursuant to Rule 13d-1(f) (1) (iii).*
- Exhibit 5 - Instalment Receipt and Pledge Agreement, dated March 10, 1992, by and among Occidental, Oxy CC, CanadianOxy, the Underwriters, Royal Trust Company, as Custodian, and a wholly owned subsidiary of the Custodian.*
- Exhibit 6 - Agreement Pursuant to Rule 13d-1(k)
- Exhibit 7 - Transfer Agreement, dated April 11, 1997, between OCIC1 and Occidental
- Exhibit 8 - Transfer Agreement, dated April 11, 1997, between OCIC1 and OCC
- Exhibit 9 - Transfer Agreement, dated April 11, 1997, between OCIC1 and OXY USA
- Exhibit 10 - Transfer Agreement, dated April 11, 1997, between OCIC2 and Oxy CH

* Previously filed.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 27, 1999

OCCIDENTAL PETROLEUM CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL PETROLEUM INVESTMENT CO.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

OCCIDENTAL CHEMICAL HOLDING CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Assistant
Treasurer

OXY CHEMICAL CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OXY CH CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL CHEMICAL CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL OIL AND GAS CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OXY USA INC.

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL CHEMICAL INVESTMENT (CANADA)
1, INC.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

OCCIDENTAL CHEMICAL INVESTMENT (CANADA)
2, INC.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

AGREEMENT

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Amendment No. 2 to Statement on Schedule 13D to which this Agreement is attached as Exhibit 6 is filed on behalf of each of us. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

Dated:

July 27, 1999

OCCIDENTAL PETROLEUM CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL PETROLEUM INVESTMENT CO.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

OCCIDENTAL CHEMICAL HOLDING CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Assistant
Treasurer

OXY CHEMICAL CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OXY CH CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL CHEMICAL CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL OIL AND GAS CORPORATION

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OXY USA INC.

By: James R. Havert

Name: James R. Havert
Title: Vice President and Treasurer

OCCIDENTAL CHEMICAL INVESTMENT (CANADA)
1, INC.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

OCCIDENTAL CHEMICAL INVESTMENT (CANADA)
2, INC.

By: James R. Havert

Name: James R. Havert
Title: Assistant Treasurer

TRANSFER AGREEMENT

Agreement, dated April 11, 1997, by and between Occidental Chemical Investment (Canada) 1, Inc., a Delaware Corporation ("OCIC1"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024, and Occidental Petroleum Corporation, a Delaware Corporation ("OPC"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024.

RECITALS

A. OPC and OCIC1 desire to evidence the acquisition by OPC of one (1) Common Share, without par value (the "OCIC1 Share"), of OCIC1 in exchange for all of OPC's right, title and interest in 4,000 Common Shares (the "CXY Shares") of Canadian Occidental Petroleum Ltd., a Canadian corporation ("CXY"), which shares are represented by the stock certificates listed on Exhibit A.

NOW, THEREFORE, OCIC1 and OPC agree as follows.

1. Transfer. OPC hereby transfers and assigns to OCIC1 all right, title and interest of OPC in and to the CXY Shares and, in consideration therefor, OCIC1 hereby issues to OPC the OCIC1 Share. OPC shall promptly take all actions necessary to cause the transfer of the CXY Shares to OCIC1 to be recorded on the books and records of CXY, including, but not limited to, executing stock powers, certificates, and affidavits; obtaining bonds of indemnity and paying any stock transfer taxes, fees or expenses.

2. Rights of Ownership. From and after the date of this Agreement, OCIC1 shall hold and exercise all rights of ownership in and to the CXY Shares and OPC shall cooperate with OCIC1 to enable OCIC1 to exercise such rights. Without limiting the foregoing, in the event that, prior to the transfer of the CXY Shares to OCIC1 being recorded on the books and records of CXY, CXY pays any dividend or makes any distribution to its shareholders or solicits any vote of its stockholders, OPC shall promptly remit any such dividend or distribution to OCIC1 and shall vote the CXY Shares in the manner directed by OCIC1.

IN WITNESS WHEREOF, OPC and OCIC1 have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

OCCIDENTAL CHEMICAL CORPORATION

OCCIDENTAL CHEMICAL INVESTMENT
(CANADA) 1, INC.

By: Anthony R. Leach

Anthony R. Leach
Executive Vice President

By: David C. Yen

David C. Yen
Vice President and Treasurer

lsp/cxyshr1

EXHIBIT A

LIST OF CXY SHARE CERTIFICATES

CERTIFICATE NUMBER	NUMBER OF SHARES	DATE ISSUED
B 83525	1,000	08/11/86
B 091452	1,000	09/29/87
B104377	2,000	05/28/96

TOTAL	4,000	

lsp/cxyshr1

TRANSFER AGREEMENT

Agreement, dated April 11, 1997, by and between Occidental Chemical Investment (Canada) 1, Inc., a Delaware Corporation ("OCIC1"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024, and Occidental Chemical Corporation, a New York Corporation ("OCC"), having its principal place of business at Occidental Tower, 5005 LBJ Freeway, Dallas, Texas 75244.

RECITALS

A. OCC and OCIC1 desire to evidence the acquisition by OCC of 8,939 Common Shares, without par value (the "OCIC1 Shares"), of OCIC1 in exchange for all of OCC's right, title and interest in 35,756,388 Common Shares (the "CXY Shares") of Canadian Occidental Petroleum Ltd., a Canadian corporation ("CXY"), which shares are represented by the stock certificates listed on Exhibit A.

NOW, THEREFORE, OCIC1 and OCC agree as follows.

1. Transfer. OCC hereby transfers and assigns to OCIC1 all right, title and interest of OCC in and to the CXY Shares and, in consideration therefor, OCIC1 hereby issues to OCC the OCIC1 Shares. OCC shall promptly take all actions necessary to cause the transfer of the CXY Shares to OCIC1 to be recorded on the books and records of CXY, including, but not limited to, executing stock powers, certificates, and affidavits; obtaining bonds of indemnity and paying any stock transfer taxes, fees or expenses.

2. Rights of Ownership. From and after the date of this Agreement, OCIC1 shall hold and exercise all rights of ownership in and to the CXY Shares and OCC shall cooperate with OCIC1 to enable OCIC1 to exercise such rights. Without limiting the foregoing, in the event that, prior to the transfer of the CXY Shares to OCIC1 being recorded on the books and records of CXY, CXY pays any dividend or makes any distribution to its shareholders or solicits any vote of its stockholders, OCC shall promptly remit any such dividend or distribution to OCIC1 and shall vote the CXY Shares in the manner directed by OCIC1.

IN WITNESS WHEREOF, OCC and OCIC1 have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

OCCIDENTAL CHEMICAL CORPORATION

OCCIDENTAL CHEMICAL INVESTMENT
(CANADA) 1, INC.

By: David C. Yen

By: Anthony R. Leach

David C. Yen
Vice President and Treasurer

Anthony R. Leach
President

lsp/cxyshr

EXHIBIT A

LIST OF CXY SHARE CERTIFICATES

CERTIFICATE NUMBER	NUMBER OF SHARES	DATE ISSUED
B 35046	620,916	11/15/84
B091451	620,916	09/30/87
B096389	540,726	02/18/92
B096390	584,457	02/18/92
B096391	15,511,179	02/18/92
B104376	17,878,194	05/28/96

TOTAL	35,756,388	

lsp/cxyshr

TRANSFER AGREEMENT

Agreement, dated April 11, 1997, by and between Occidental Chemical Investment (Canada) 1, Inc., a Delaware Corporation ("OCIC1"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024, and OXY USA Inc., a Delaware Corporation ("OXY USA"), having its principal place of business at 1200 Discovery Drive, Bakersfield, California 93309-7008.

RECITALS

A. OXY USA and OCIC1 desire to evidence the acquisition by OXY USA of one (1) Common Share, without par value (the "OCIC1 Share"), of OCIC1 in exchange for all of OXY USA's right, title and interest in 4,000 Common Shares (the "CXY Shares") of Canadian Occidental Petroleum Ltd., a Canadian corporation ("CXY"), which shares are represented by the stock certificates listed on Exhibit A.

NOW, THEREFORE, OCIC1 and OXY USA agree as follows.

1. Transfer. OXY USA hereby transfers and assigns to OCIC1 all right, title and interest of OXY USA in and to the CXY Shares and, in consideration therefor, OCIC1 hereby issues to OXY USA the OCIC1 Share. OXY USA shall promptly take all actions necessary to cause the transfer of the CXY Shares to OCIC1 to be recorded on the books and records of CXY, including, but not limited to, executing stock powers, certificates, and affidavits; obtaining bonds of indemnity and paying any stock transfer taxes, fees or expenses.

2. Rights of Ownership. From and after the date of this Agreement, OCIC1 shall hold and exercise all rights of ownership in and to the CXY Shares and OXY USA shall cooperate with OCIC1 to enable OCIC1 to exercise such rights. Without limiting the foregoing, in the event that, prior to the transfer of the CXY Shares to OCIC1 being recorded on the books and records of CXY, CXY pays any dividend or makes any distribution to its shareholders or solicits any vote of its stockholders, OXY USA shall promptly remit any such dividend or distribution to OCIC1 and shall vote the CXY Shares in the manner directed by OCIC1.

IN WITNESS WHEREOF, OXY USA and OCIC1 have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

OXY USA INC.

OCCIDENTAL CHEMICAL INVESTMENT
(CANADA) 1, INC.

By: David C. Yen

By: Anthony R. Leach

David C. Yen
Vice President and Treasurer

Anthony R. Leach
President

lsp/cxyshr2

EXHIBIT A

LIST OF CXY SHARE CERTIFICATES

CERTIFICATE NUMBER	NUMBER OF SHARES	DATE ISSUED
B 089741	2,000	04/20/94
B104382	2,000	05/28/96

TOTAL	4,000	

lsp/cxyshr2

TRANSFER AGREEMENT

Agreement, dated April 11, 1997, by and between Occidental Chemical Investment (Canada) 2, Inc., a Delaware Corporation ("OCIC2"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024, and Oxy Chemical Corporation, a California Corporation ("OCC"), having its principal place of business at 10889 Wilshire Blvd., Los Angeles, California 90024.

RECITALS

A. OCC and OCIC2 desire to evidence the acquisition by OCC of 1,000 Common Shares, without par value (the "OCIC2 Shares"), of OCIC2 in exchange for all of OCC's right, title and interest in 4,459,232 Common Shares (the "CXY Shares") of Canadian Occidental Petroleum Ltd., a Canadian corporation ("CXY"), which shares are represented by the stock certificates listed on Exhibit A.

NOW, THEREFORE, OCIC2 and OCC agree as follows.

1. Transfer. OCC hereby transfers and assigns to OCIC2 all right, title and interest of OCC in and to the CXY Shares and, in consideration therefor, OCIC2 hereby issues to OCC the OCIC2 Shares. OCC shall promptly take all actions necessary to cause the transfer of the CXY Shares to OCIC2 to be recorded on the books and records of CXY, including, but not limited to, executing stock powers, certificates, and affidavits; obtaining bonds of indemnity and paying any stock transfer taxes, fees or expenses.

2. Rights of Ownership. From and after the date of this Agreement, OCIC2 shall hold and exercise all rights of ownership in and to the CXY Shares and OCC shall cooperate with OCIC2 to enable OCIC2 to exercise such rights. Without limiting the foregoing, in the event that, prior to the transfer of the CXY Shares to OCIC2 being recorded on the books and records of CXY, CXY pays any dividend or makes any distribution to its shareholders or solicits any vote of its stockholders, OCC shall promptly remit any such dividend or distribution to OCIC2 and shall vote the CXY Shares in the manner directed by OCIC2.

IN WITNESS WHEREOF, OCC and OCIC2 have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

OXY CHEMICAL CORPORATION

OCCIDENTAL CHEMICAL INVESTMENT
(CANADA) 2, INC.

By: David C. Yen

David C. Yen
Vice President and Treasurer

By: Anthony R. Leach

Anthony R. Leach
President

lsp/cxyshr3

EXHIBIT A

LIST OF CXY SHARE CERTIFICATES

CERTIFICATE NUMBER	NUMBER OF SHARES	DATE ISSUED
B81717	945,314	12/29/89
B096393	1,284,302	03/06/92
B104381	2,229,616	05/28/96

TOTAL	4,459,232	

lsp/cxyshr3