

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> _____ (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDINGS LLC</u> <u>16690 COLLINS AVENUE - PH-1</u> _____ (Street) <u>SUNNY ISLES</u> <u>FL</u> <u>33160</u> <u>BEACH</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCCIDENTAL PETROLEUM CORP</u> <u>/DE/ [OXY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Following Reported Transaction(s) (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	03/31/2021		s		2,600,000	D	\$26.88	86,027,271	I	Please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	04/01/2021		s		5,400,000	D	\$27.28	80,627,271	I	Please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> _____ (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDINGS LLC</u> <u>16690 COLLINS AVENUE - PH-1</u> _____ (Street) <u>SUNNY ISLES</u> <u>FL</u> <u>33160</u> <u>BEACH</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ICAHN PARTNERS LP</u> _____ (Last) (First) (Middle) <u>16690 COLLINS AVENUE - PH-1</u> _____ (Street) <u>SUNNY ISLES</u> <u>FL</u> <u>33160</u> <u>BEACH</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person*

ICAHN PARTNERS MASTER FUND LP

(Last) (First) (Middle)

16690 COLLINS AVENUE - PH-1

(Street)

SUNNY ISLES
BEACH FL 33160

(City) (State) (Zip)

Explanation of Responses:

1. On March 31, 2021, Icahn Partners LP ("Icahn Partners") sold 1,517,883 Shares and Icahn Partners Master Fund LP ("Icahn Master") sold 1,082,117 Shares. On April 1, 2021, Icahn Partners LP ("Icahn Partners") sold 3,129,572 Shares and Icahn Partners Master Fund LP ("Icahn Master") sold 2,270,428 Shares. All such sales were effected pursuant to a Rule 10b5-1 trading plan adopted by Carl C. Icahn and certain affiliates on March 12, 2021.
2. Icahn Partners directly beneficially owns 47,122,300 Shares, and Icahn Master directly beneficially owns 33,504,971 Shares. In addition Icahn Partner beneficially owns, 11,286,856 Warrants to acquire Common Stock and Icahn Master beneficially owns 8,018,057 Warrants to acquire Common Stock.
3. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
4. Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of Icahn Partners and Icahn Master.
5. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
6. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

/S/ Carl C. Icahn 04/02/2021

/S/ Icahn Partners L.P 04/02/2021

/S/ Icahn Partners Master
Fund LP 04/02/2021

** Signature of Reporting Person Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.