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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

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**OCCIDENTAL PETROLEUM  
CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Attached as Exhibit 1 is the text of the website that is being maintained at <https://www.voteforoccidental.com/en/home> in connection with the opposition of Occidental Petroleum Corporation to the solicitation of requests by Carl C. Icahn and certain of his affiliated groups and entities.

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## **Forward Looking Statements**

This communication contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements about Occidental’s expectations, beliefs, plans or forecasts. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties, many of which involve factors or circumstances that are beyond Occidental’s control. Actual results may differ from anticipated results, sometimes materially, and reported or expected results should not be considered an indication of future performance.

Factors that could cause actual results to differ and that may affect Occidental’s results of operations and financial position appear in Part I, Item 1A “Risk Factors” of Occidental’s Annual Report on Form 10-K for the year ended December 31, 2018, and in Occidental’s other filings with the U.S. Securities and Exchange Commission (“SEC”). Additional factors related to the proposed transaction between Occidental and Anadarko Petroleum Corporation (“Anadarko”) appear in the definitive proxy statement/prospectus that is a part of Occidental’s registration statement on Form S-4, as amended, which was declared effective by the SEC on July 11, 2019 in connection with the proposed transaction between Occidental and Anadarko.

Because the factors referred to above could cause actual results or outcomes to differ materially from those expressed or implied in any forward-looking statements, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date of this communication and, unless legally required, Occidental does not undertake any obligation to update any forward-looking statement, as a result of new information, future events or otherwise.

## **Additional Information and Where to Find It**

Occidental has filed with the SEC a definitive consent revocation solicitation statement on Schedule 14A and has mailed such definitive consent revocation solicitation statement to shareholders of Occidental. This communication is not a substitute for any consent revocation solicitation statement or other document that Occidental has filed or may file with the SEC in connection with any solicitation by Occidental.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE CONSENT REVOCATION SOLICITATION STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) FILED BY OCCIDENTAL AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT ANY SOLICITATION. Investors and security holders may obtain copies of these documents and other documents filed with the SEC by Occidental free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed by Occidental are also available free of charge by accessing Occidental’s website at [www.oxy.com](http://www.oxy.com).

## **Participants**

Occidental, its directors and executive officers and other members of management and employees will be participants in the solicitation of proxies with respect to a solicitation by Occidental. Information about Occidental’s executive officers and directors, and its ownership of Occidental by security holdings or otherwise, is available in Occidental’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on February 21, 2019, in its proxy statement for the 2019 Annual Meeting which was filed with the SEC on March 28, 2019 and in its Form 8-K which was filed with the SEC on July 15, 2019. To the extent holdings of Occidental securities have changed since the amounts printed in the proxy statement for the 2019 Annual Meeting, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC’s website at [www.sec.gov](http://www.sec.gov).



# Keep Occidental Moving Forward



Occidental's Board of Directors and management team are committed to applying the Company's proven operating model to build a global energy leader with the scale and focus to deliver significant value and returns to shareholders.

Carl Icahn wants to remove and replace four of Occidental's highly qualified directors through a planned consent solicitation. Occidental is asking shareholders to carefully consider the destabilizing impact that Mr. Icahn's planned consent solicitation and proposals could have on the long-term value of their shares.

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# Occidental Mails Letter to Shareholders

*Board Unanimously Recommends that Investors Support Value-Enhancing Initiatives Underway at Occidental by Taking No Action in Response to Icahn Materials*

**HOUSTON – July 22, 2019** -- Occidental Petroleum Corporation (“Occidental” or “the Company”) (NYSE: OXY) today mailed a letter to shareholders in connection with definitive proxy materials it has filed with the Securities and Exchange Commission (“SEC”) in response to materials filed by Carl Icahn. The letter and other materials are available at [voteforoccidental.com](http://voteforoccidental.com).

Occidental is on a clear path to enhance value creation through the pending acquisition of Anadarko Petroleum Corporation (NYSE: APC) and the Company believes that its shareholders’ interests would be best served by focusing on completion and integration of that acquisition. Mr. Icahn’s own statements demonstrate that he does not understand or support the strategic and financial merits of the acquisition, and the Occidental Board believes that his Board nominees would interfere with the Company’s ability to successfully integrate Anadarko’s valuable assets and deliver on the promise of this acquisition at this critical juncture.

Occidental’s Board comprises ten highly qualified directors, nine of whom are independent, and all of whom bring meaningful expertise across a diverse range of backgrounds in areas key to the Company’s business. Occidental does not believe that another director election approximately ten weeks after the last one, in the middle of completing and integrating a large and complex acquisition, is in the best interests of Occidental or its shareholders.

**The Occidental Board of Directors unanimously recommends that shareholders do NOT sign any written request sent to them by Mr. Icahn or his affiliates.**

Read the full letter [here](#).

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# Learn more about Occidental's value- enhancing acquisition of Anadarko

On May 9<sup>th</sup>, Occidental entered into a definitive agreement to acquire Anadarko. Through this transaction, Occidental is creating a unique platform to drive meaningful shareholder value and further establishing the Company as a premier operator in prolific global oil and gas regions.

Carl Icahn's own statements demonstrate that he does not understand or support the strategic and financial merits of the acquisition and Occidental believes that his Board nominees would interfere with the Company's ability to successfully integrate Anadarko's valuable assets, execute its divestiture and deleveraging plan and deliver on the full promise of this acquisition at this critical juncture.

[Visit Deal Site](#)

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# Latest news & downloads

JULY 22, 2019

## **Press Release: Occidental Mails Letter to Shareholders**

 PDF 160KB

JULY 11, 2019

## **Press Release: Occidental Increases Dividend**

 PDF 131KB


JULY 22, 2019

## **Definitive Revocation Solicitation Statement**

 PDF 142KB

JULY 10, 2019

## **Press Release: Robert M. Shearer Elected to Occidental Board of Directors**

 PDF 134KB

[See All News & Downloads](#)



# Fast Facts

#1

producer in the Permian with 23% of the best wells, while only drilling 4% of total Permian wells\*

\$34B

of capital returned to shareholders since 2002\*\*

17

consecutive years of dividend increases

\* Source: IHS Enerdeq as of 4/17/2019, horizontals with 6 months oil production available since September 2017 and laterals >500 ft. Total Permian wells drilled during time-frame = 4,463

\*\* As of March 31, 2019.

# Learn what you need to do in order to vote

[How to vote](#)

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# Occidental's Qualified Board



# Occidental's Board of Directors

Occidental is committed to a strong, independent Board that reflects an appropriate balance of perspectives and experiences to drive enhanced value and returns to shareholders. Occidental's entire Board is elected annually and comprises ten highly qualified directors, nine of whom are independent, and all of whom bring meaningful expertise across a diverse range of backgrounds in areas key to the Company's business.



## Eugene L. Batchelder

Director since 2013

Independent Chairman since 2015; Member of Corporate Governance, Nominating and Social Responsibility Committee

### Relevant Experience

- 40 years of experience in the energy industry, including two decades in senior executive management
  - Former Senior Vice President and Chief Administrative Officer at ConocoPhillips, and prior to that was Chief Information Officer
  - Held senior positions in information technology and financial management at Phillips Petroleum
  - Certified Public Accountant (currently inactive) and a member of the American Institute of Certified Public Accountants
-



## Vicki A. Hollub

Director since 2015

President and Chief Executive Officer

### Relevant Experience

- President and Chief Executive Officer of Occidental Petroleum Corporation in April 2016
  - 35 years of experience in the energy industry
  - Chair of the U.S. Secretary of Energy Advisory Board
  - U.S. chair for the U.S.-Colombia Business Council
  - Member of the World Economic Forum and the Oil and Gas Climate Initiative
  - Holds degree in Mineral Engineering from University of Alabama
- 



## Spencer Abraham

Director Since 2005

Member of Environmental, Health and Safety Committee; and Executive Compensation Committee

### Relevant Experience

- Chairman and Chief Executive Officer of The Abraham Group LLC, an international strategic consulting firm
  - Expertise in energy policy, energy markets and the geopolitics of energy
  - Served as the tenth Secretary of Energy in U.S. history under President George W. Bush
  - Holds a Juris Doctor degree from Harvard Law School
  - Author of "Lights Out!: Ten Myths About (and Real Solutions to) America's Energy Crisis."
-



## Margaret M. Foran

Director since 2010

Chair of Executive Compensation Committee since 2016; Member of Corporate Governance, Nominating and Social Responsibility Committee

### Relevant Experience

- Chief Governance Officer, SVP and Corporate Secretary of Prudential Financial, Inc
  - Chaired the American Bar Associated Committee on Corporate Governance and the Coordinating Committee of the Business Roundtable Corporate Governance Task Force
  - Former EVP, General Counsel and Corporate Secretary at Sara Lee Corporation
  - Former SVP, Associate General Counsel and Corporate Secretary at Pfizer Inc.
  - Former VP and Assistant General Counsel at J.P. Morgan & Co
- 



## Carlos M. Gutierrez

Director since 2009

Chair of Corporate Governance, Nominating and Social Responsibility Committee since 2016; Member of Audit Committee

### Relevant Experience

- Co-Chair of commercial diplomacy and strategic advisory firm Albright Stonebridge Group
  - Serves on the Board of Directors of MetLife, Inc., Time Warner, Inc. and Viridis, Inc.
  - Served as U.S. Secretary of Commerce in the administration of President George W. Bush
  - Former CEO and Chairman of the Board of Kellogg Company
-



## William R. Klesse

Director since 2013

Member of Executive Compensation Committee; and Environmental, Health and Safety Committee

### Relevant Experience

- Four decades of energy industry executive management experience
  - Former Chief Executive Officer and former Chairman of the Board of Valero Energy Corporation (Valero)
  - Trustee of the Texas Biomedical Research Institute and United Way of San Antonio and Bexar County
  - Degrees in Chemical Engineering and Business Administration with an emphasis in Finance
- 



## Jack B. Moore

Director since 2016

Independent Vice Chairman since 2019; Member of Executive Compensation Committee; and Corporate Governance, Nominating and Social Responsibility Committee

### Relevant Experience

- 35 years of energy industry experience with deep understanding of oil and gas operations
  - Served as President and Chief Executive Officer of Cameron International Corporation
  - Serves on Board of Directors of Rowan Companies plc, ProPetro Holding Corp. and KBR Inc.
  - Attended the Advanced Management Program at Harvard Business School
-



## Avedick B. Poladian

Director since 2008

Chair of Audit Committee since 2013; Member of Corporate Governance, Nominating and Social Responsibility Committee

### Relevant Experience

- Former Executive Vice President and Chief Operating Officer of Lowe Enterprises, Inc.
  - Serves on the Board of Councilors of the University of Southern California School of Policy, Planning, and Development, and of the Board of Advisors of the Ronald Reagan UCLA Medical Center
  - Expertise in financial management and analysis
  - Certified Public Accountant
- 



## Robert M. Shearer

Director since 2019

Member of Audit Committee; and Environmental, Health and Safety Committee

### Relevant Experience

- 35 years of experience in securities and leading investment management firms
  - Former co-head of BlackRock's Equity Dividend team and member of the Fundamental Equity Platform within BlackRock's Portfolio Management Group
  - Holds degrees in Economics, International Management and Business Administration
  - Chartered Financial Analyst
-





## Elisse B. Walter

Director since 2014

Chair of Environmental, Health and Safety Committee since 2019; Member of Audit Committee

### Relevant Experience

- Former Commissioner of the Securities and Exchange Commission
  - Former Senior EVP, Regulatory Policy and Programs for FINRA
  - Former General Counsel of the Commodity Futures Trading Commission (CFTC) and Deputy Director of the SEC Division of Corporation Finance
  - Serves on Board of Directors of the Sustainability Accounting Standards Board, the National Women's Law Center and the Board of Governors of FINRA
  - Holds B.A. in Mathematics, cum laude, from Yale University and a Juris Doctor degree, cum laude, from Harvard Law School
- 

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do in order to vote

[How to vote](#)



# News & Media



# Press releases

JULY 22, 2019

## **Press Release: Occidental Mails Letter to Shareholders**

 PDF 180KB

JULY 11, 2019

## **Press Release: Occidental Increases Dividend**

 PDF 131KB

JULY 10, 2019

## **Press Release: Robert M. Shearer Elected to Occidental Board of Directors**

 PDF 134KB

JUNE 26, 2019

## **Press Release: Occidental Petroleum Issues Statement Regarding Icahn Filing**

 PDF 122KB

# SEC Filings

JULY 22, 2019

## **Definitive Revocation Solicitation Statement**

 PDF 142KB

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# Learn what you need to do in order to vote

[How to vote](#)

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# How to Vote & Investor Contacts



# How to Support Occidental

Regardless of the number of shares of Occidental stock that you own, your views are important.

The Board has unanimously determined that fixing a Record Date for Mr. Icahn's planned consent solicitation and the proposals Mr. Icahn intends to ask shareholders to act on are not in the best interests of Occidental or its shareholders.

If, after careful consideration, you do not wish to support the request to fix a Record Date, **do NOT sign any written request sent to you by Mr. Icahn or his affiliates.**

## Two Ways to Vote

### Vote by mail

If you do not wish to support Mr. Icahn's request to fix a Record Date, you may simply sign, date and deliver your WHITE revocation card by using the pre-paid envelope provided.

### Vote online

If you are a record holder of Company common stock, you may also oppose Mr. Icahn's request to fix a Record Date by delivering your revocation to the Company (your vote) by following the instructions on [www.cesvote.com](http://www.cesvote.com).

Vote now

# Investor Contacts

Occidental Petroleum

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Mackenzie Partners, Inc.

**Dan Burch**

**(212) 929-5748**

**[dburch@mackenziepartners.com](mailto:dburch@mackenziepartners.com)**