FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Expires: January 31, 2005

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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, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Estimated average burden hours per response.... 0.5

(Print or Type Responses)														
1. Name and Address of Re	2.	Issuer Name and Ticker or T	6.	Relati	Relationship of Reporting Person(s) to Issuer (Check all applicable)									
Morgan, John W.		Occidental Petroleum Corporation OXY												
	cidental Petroleum Corporation			I.R.S. Identification Number of Reporting Person, if an		Statement for Month/Day/Year				Officer (give title below)		 tle	10% Owner Other (specify below)	
(S		entity (voluntary)	07/17/2002					Executive Vice President			nt			
				5. If Amendment, Date of Original (Month/Year)			Executive vice riesident							
(City) (State) (Zip)					(IVII		ши чеаг)	7.	Individual Line)				orting Person	
									Perso	Form filed by More than on		fore than O	One Reporting	
	Table	e I - Non-Deriv	at	ive Securities Acquir	ed, [Disp	osed of, or	Benefici	ally O	wned				
Title of Security (Instr. 3)	Transaction Date (Month/Day/ Year)	2a. Deemed Execution Date, if any (Month/Day/	3	. Transaction Code 4. (Instr. 8)	Dispo	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				rities ficially ed at End	Form: Direct (D)		or Benefic	Nature of Indirect Beneficial Ownership
		Year)		Code V	Amou	nt	(A) or (D)	Price		3 and 4)		(Instr. 4)		(Instr. 4)
Reminder: Report on a sepa				eficially owned directly or indi on 4(b)(v). Page 1										

1. Title of Derivative 2. Conver- 3. Trans-Security

(Instr. 3)

FORM 4 (continued)

sion or action Exercise Date Price of Deriv-

Day/

ative

Execution Date, (Month/ if any

tion Code (Instr. 8)

3a. Deemed 4. Transac- 5. Number of Deriv-ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and

(e.g., puts, calls, warrants, options, convertible securities)

cisable and Expiration Date . (Month/Day/ Year)

6. Date Exer-

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Title and Amount of 8. Price 9. Number10. Owner-11. Na-Underlying Securities (Instr. 3 and 4)

of Dership Derivivative Securities

Bene-

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ity

Form of Inof Dedirect rivative Bene-Securficial

ture

	Security	Year)	(Month/ Day/ Year)	Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned at End of Month (Instr. 4)	ity: Direct (D) or Indi- rect (I) (Instr. 4)	Own- ership (Instr. 4)
Employee stock option (right to buy)	\$26.4300	07/17/02		A	V	107,500		(1)	07/17/12	Common Stock	107,500		107,500	D	
Phantom stock units	1-for-1	07/17/02		A ⁽²⁾	V	33,810		(3)	(3)	Common Stock	33,810 \$	526.4300	39,898	D	

Explanation of Responses:

- (1) The option vests in three equal annual installments beginning on July 17, 2003.
- (2) Grant of restricted stock units pursuant to the the Occidental Petroleum Corporation 2001 Incentive Compensation Plan.
- (3) Phantom stock units to be settled for common stock upon retirement or termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

/s/ CHRISTEL H. PAULI October 11, 2002

**Signature of Reporting Person Christel H. Pauli, Attorney-in-Fact for John W. Morgan Date

^{*} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).