

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 2 )\*

Name of issuer: Occidental Petroleum Corp.

Title of Class of Securities: Common Stock

CUSIP Number: 674599105

Check the following [space] if a fee is being paid with this statement:  
n/a . (A fee is not required only if the filing person: (1) has a previous  
statement on file reporting beneficial ownership of more than five percent of  
the class of securities described in Item 1; and (2) has filed no amendment  
subsequent thereto reporting beneficial ownership of five percent or less of  
such class.) (See rule 13d-7.)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

(Continued on the following page(s))

CUSIP No.: 674599105

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Vanguard Windsor Funds-Vanguard Windsor II Fund
2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP  
A. B. X  
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3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION  
Delaware
- (For questions 5-8, report the number of shares beneficially owned by each reporting person with:)
5. SOLE VOTING POWER  
20,333,900
6. SHARED VOTING POWER  
-0-
7. SOLE DISPOSITIVE POWER  
-0-
8. SHARED DISPOSITIVE POWER  
20,333,900
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,333,900
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.51
12. TYPE OF REPORTING PERSON  
IV

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13G

Under the Securities Act of 1934

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Check the following [line] if a fee is being paid with this statement n/a

Item 1(a) - Name of Issuer:

Occidental Petroleum Corp.

Item 1(b) - Address of Issuer's Principal Executive Offices:

10889 Wilshire Blvd.  
Los Angeles, CA 90024

Item 2(a) - Name of Person Filing:

Vanguard Windsor Funds-Vanguard Windsor II Fund

Item 2(b) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

674599105

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. The person filing is an investment company registered under Section 8 of the Investment Company Act.

Item 4 - Ownership:

(a) Amount Beneficially Owned:

20,333,900

(b) Percent of Class:

5.51

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 20,333,900

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

(iii) sole power to dispose of or to direct the disposition of:  
-0-

(iv) shared power to dispose of or to direct the disposition of:  
20,333,900

Item 5 - Ownership of Five Percent or Less of a Class:

Not applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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.

Date 2-14-2001

By /s/ Joseph F. Dietrick

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Joseph F. Dietrick