## FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

Expires: January 31, 2005

### OMB Number: 3235-0287

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(P	Print or Type Response	es)													
1.	Name and Address	of Reporting Person*		2.	Issuer Name <b>and</b> Ticker or 1	mbol	6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)							
M	IcGee, Robert M.			_	Occidental Petroleum C OXY										
(Last) (First) (Middle) Occidental International Corporation 1717 Pennsylvania Avenue, N.W., Suite 400					I.R.S. Identification Number of Reporting Person, if an		4. Stat	ement for Month	ı/Day/Year		Director		title C	10% Owner Other (specify below)	
_	717 Fellisylvalila F	(Street)			entity (voluntary)		07/17/2002				Vice President			t	
٨.	Vachington D.C. 20	2006					5. If Amendment, Date of Original (Month/Year) .								
	(City)	(State)				7.				$\underline{X}  \text{Form file}$	Form filed by One Reporting Person Form filed by More than One Reporting				
		Tabl	e I - Non-Deriv	at	ive Securities Acquir	ec	d, Disp	oosed of, or	Benefi	cia	Illy Owned				
1.	Title of Security (Instr. 3)	Transaction     Date  (Month/Day/ Year)	2a. Deemed Execution Date, if any (Month/Day/	3	3. Transaction Code 4. (Instr. 8)	D	Securities Disposed Instr. 3, 4			5.	Amount of Securities Beneficially Owned at End of Month	6.	Ownership 7. Form: Direct (D) or Indirect (I)		Nature of Indirect Beneficial Ownership
		rear)	Year)		Code V	An	mount	(A) or (D)	Price		(Instr. 3 and 4)		(Instr. 4)		(Instr. 4)
	eminder: Report on a s If the form is filed by m	•			eficially owned directly or indi on 4(b)(v). Page 1										

#### FORM 4 (continued)

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

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

1.	Title of Derivative 2.	Conver- 3.	Trans-	3a. Deemed 4.	Transac-	5.	Number of Deriv-	6.	Date Exer-	7.	Title and Amount of 8.	Price	9.	Number10	. Owner-11	Na-
	Security (Instr. 3)	sion or Exercise Price of Deriv-	action Date (Month/	Execu- tion Date, if any	tion Code (Instr. 8)		ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		cisable and Ex- piration Date (Month/Day/ Year)		Underlying Securities (Instr. 3 and 4)	of Deriv- ative Secur-	-	of Der- ivative Secur- ities	ship Form of De- rivative	ture of In- direct Bene-
		ative	Day/				٥,					ity		Bene-	Secur-	ficial

	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	25,000		(1)	07/17/12	Common Stock	25,000		25,000	D	
Phantom stock units	1-for-1	07/17/02		A <sup>(2)</sup>	V	7,863		(3)	(3)	Common Stock	7,863	\$26.4300	17,466	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 O

October 11, 2002

\*\*Signature of Reporting Person Christel H. Pauli, Attorney-in-Fact for Robert M. McGee Date

<sup>\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).