

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment 2)\*

Occidental Petroleum Corporation  
(Name of Issuer)

Common Stock, par value \$0.20 per share  
(Title of Class of Securities)

674599105  
(CUSIP Number)

Andrew Langham  
Icahn Capital LP  
16690 Collins Avenue  
Sunny Isles Beach, FL 33160  
(305) 422-4100

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

August 5, 2020  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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).

---

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Partners Master Fund LP
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
WC
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
41,464,704 (including Shares underlying the Warrants. See Item 5)
  8. SHARED VOTING POWER  
0
  9. SOLE DISPOSITIVE POWER  
41,464,704 (including Shares underlying the Warrants. See Item 5)
  10. SHARED DISPOSITIVE POWER  
0
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
41,464,704 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.46%
  14. TYPE OF REPORTING PERSON  
PN
-

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Offshore LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
0

8. SHARED VOTING POWER  
41,464,704 (including Shares underlying the Warrants. See Item 5)

9. SOLE DISPOSITIVE POWER  
0

10. SHARED DISPOSITIVE POWER  
41,464,704 (including Shares underlying the Warrants. See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
41,464,704 (including Shares underlying the Warrants. See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.46%

14. TYPE OF REPORTING PERSON  
PN

---

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Partners LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
58,240,973 (including Shares underlying the Warrants. See Item 5)

8. SHARED VOTING POWER  
0

9. SOLE DISPOSITIVE POWER  
58,240,973 (including Shares underlying the Warrants. See Item 5)

10. SHARED DISPOSITIVE POWER  
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
58,240,973 (including Shares underlying the Warrants. See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.27%

14. TYPE OF REPORTING PERSON  
PN

---

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Onshore LP
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
58,240,973 (including Shares underlying the Warrants. See Item 5)
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
58,240,973 (including Shares underlying the Warrants. See Item 5)
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
58,240,973 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.27%
  14. TYPE OF REPORTING PERSON  
PN
-

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Capital LP
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%
  14. TYPE OF REPORTING PERSON  
PN
-

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
IPH GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
0

8. SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)

9. SOLE DISPOSITIVE POWER  
0

10. SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%

14. TYPE OF REPORTING PERSON  
OO

---

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Enterprises Holdings L.P.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%
  14. TYPE OF REPORTING PERSON  
PN
-



SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Icahn Enterprises G.P. Inc.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%
  14. TYPE OF REPORTING PERSON  
CO
-

SCHEDULE 13D

CUSIP No. 674599105

1. NAME OF REPORTING PERSON  
Beckton Corp.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%
  14. TYPE OF REPORTING PERSON  
CO
-

SCHEDULE 13D

CUSIP No. 674599105

1 NAME OF REPORTING PERSON  
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) //  
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
99,705,677 (including Shares underlying the Warrants. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
99,705,677 (including Shares underlying the Warrants. See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.73%

14 TYPE OF REPORTING PERSON  
IN

---

SCHEDULE 13D

Item 1. Security and Issuer

This statement constitutes Amendment No. 2 relating to the shares of Common Stock, par value \$0.20 per share (“Shares”), issued by Occidental Petroleum Corporation (the “Issuer”), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on March 12, 2020 (as amended, the “Schedule 13D”), as amended by Amendment No. 1 to the Schedule 13D filed with the SEC on March 25, 2020.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following:

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 99,705,677 Shares (including Shares underlying the Warrants (see Item 5)), which were purchased by the Reporting Persons for an aggregate purchase price of approximately \$2.21 billion.

The source of funding for the Shares held by the Reporting Persons was the general working capital of the respective purchasers. The Shares held by the Reporting Persons are held in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of such Shares was obtained through margin borrowing.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby replaced in its entirety with the following:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 99,705,677 Shares (including Shares underlying the Warrants (see Item 5(c))), representing approximately 10.73% of the Issuer's outstanding Shares (based on (i) the 918,202,309 Shares outstanding as of June 30, 2020, as disclosed by the Issuer in the Issuer's Prospectus Supplement, filed with the SEC on July 15, 2020 and (ii) the 11,078,406 shares underlying the Warrants (see Item 5(c)) beneficially owned by the Reporting Persons.

(b) Icahn Master has sole voting power and sole dispositive power with regard to 41,464,704 Shares (including Shares underlying the Warrants (see Item 5(c))). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 58,240,973 Shares (including Shares underlying the Warrants (see Item 5(c))). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) On August 3, 2020, the Issuer distributed 114,734,500 warrants (the “Warrants”) to purchase an equivalent number of Shares to the holders of outstanding Shares, including the Reporting Persons. Each Warrant represents the right to purchase from the Issuer one Share at an initial exercise price of \$22.00 per share. The following table sets forth the number of Warrants received by the Reporting Persons. Except as set forth below, the Reporting Persons have not engaged in any other transaction with respect to the Shares in the past sixty (60) days.

Name of Reporting Person	Date of Transaction	Amount of Warrants	Price Per Share (\$)
Icahn Partners LP	08/03/2020	6,471,218	-0-
Icahn Partners Master Fund LP	08/03/2020	4,607,188	-0-



SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 5, 2020

ICAHN PARTNERS MASTER FUND LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.

By: /s/ SungHwan Cho  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP  
By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
CARL C. ICAHN

[Signature Page of Schedule 13D/A No. 2 – Occidental Petroleum Corporation]