

SECURITIES AND EXCHANGE COMMISSION

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OCCIDENTAL PETROLEUM CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

95-403597
(I.R.S. Employer
Identification No.)

10889 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90024
(310) 208-8800

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

DONALD P. DE BRIER, ESQ.
GENERAL COUNSEL
OCCIDENTAL PETROLEUM CORPORATION
10889 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90024
(310) 443-6176

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPY TO:
STEVEN R. MACKEY, ESQ.
GENERAL COUNSEL
HELMERICH & PAYNE, INC.
1579 E. 21ST STREET
TULSA, OKLAHOMA 74114

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
FROM TIME TO TIME AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE, AS
DETERMINED BY MARKET CONDITIONS.

IF THE ONLY SECURITIES BEING REGISTERED ON THIS FORM ARE BEING OFFERED
PURSUANT TO DIVIDEND OR INTEREST REINVESTMENT PLANS, PLEASE CHECK THE FOLLOWING
BOX. / /

IF ANY OF THE SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED ON
A DELAYED OR CONTINUOUS BASIS PURSUANT TO RULE 415 UNDER THE SECURITIES ACT OF
1933, OTHER THAN SECURITIES OFFERED ONLY IN CONNECTION WITH DIVIDEND OR INTEREST
REINVESTMENT PLANS, PLEASE CHECK THE FOLLOWING BOX. /X/

IF THIS FORM IS FILED TO REGISTER ADDITIONAL SECURITIES FOR AN OFFERING
PURSUANT TO RULE 462(B) UNDER THE SECURITIES ACT, PLEASE CHECK THE FOLLOWING BOX
AND LIST THE SECURITIES ACT REGISTRATION STATEMENT NUMBER OF THE EARLIER
EFFECTIVE REGISTRATION STATEMENT FOR THE SAME OFFERING. / /

IF THIS FORM IS A POST-EFFECTIVE AMENDMENT FILED PURSUANT TO RULE 462(C)
UNDER THE SECURITIES ACT, CHECK THE FOLLOWING BOX AND LIST THE SECURITIES ACT
REGISTRATION STATEMENT NUMBER OF THE EARLIER EFFECTIVE REGISTRATION STATEMENT
FOR THE SAME OFFERING. / /

IF DELIVERY OF THE PROSPECTUS IS EXPECTED TO BE MADE PURSUANT TO RULE 434,
PLEASE CHECK THE FOLLOWING BOX. / /

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1) | AMOUNT OF REGISTRATION FEE |
|--|-------------------------|--|--|----------------------------|
| Common Stock, \$.20 par value per share (including Preferred Stock Purchase Rights)..... | 2,018,928 shares | \$23.4375 | \$47,318,625 | \$16,317 |

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) based upon the average of the high and low sales prices on September 9, 1996.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

=====

SUBJECT TO COMPLETION, DATED SEPTEMBER 13, 1996

PROSPECTUS

2,018,928 SHARES

(LOGO) OCCIDENTAL PETROLEUM CORPORATION

COMMON STOCK
(\$.20 Par Value)

The 2,018,928 shares of the Common Stock, par value \$.20 per share (the "Common Stock"), of Occidental Petroleum Corporation ("Occidental") offered hereby are offered for the account of Helmerich & Payne, Inc. (the "Selling Stockholder"). Occidental will not receive any proceeds from the sale of such shares of the Common Stock.

The Common Stock is listed and principally traded on the New York and Pacific stock exchanges (symbol: OXY). On September , 1996, the closing sale price of the Common Stock on the New York Stock Exchange was \$ per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Common Stock may be offered from time to time in one or more transactions (including block transactions) on the New York Stock Exchange, in separately negotiated transactions or in a combination of such transactions, at market prices prevailing at the time of sale or at negotiated prices. See "Plan of Distribution".

THE DATE OF THIS PROSPECTUS IS SEPTEMBER , 1996.

NO PERSON IS AUTHORIZED IN CONNECTION WITH ANY OFFERING MADE HEREBY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY OCCIDENTAL OR THE SELLING STOCKHOLDER. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES COVERED BY THIS PROSPECTUS, NOR DOES IT CONSTITUTE AN OFFER OR SOLICITATION BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS AT ANY TIME NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

 AVAILABLE INFORMATION

Occidental is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed with the Commission by Occidental can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and should also be available for inspection and copying at the following regional offices of the Commission: New York Regional Office, 7 World Trade Center, 13th Floor, New York, New York 10048; and Chicago Regional Office, Suite 1400, Citicorp Center, 500 West Madison Street, Chicago, Illinois 60661-2511. Copies of such materials can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Such reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York and the Pacific Stock Exchange, 115 Sansome Street, Suite 1104, San Francisco, California. The Commission maintains an Internet World Wide Web site at <http://www.sec.gov> containing reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including Occidental.

This Prospectus constitutes a part of a Registration Statement on Form S-3 (together with all amendments and exhibits, the "Registration Statement") filed by Occidental with the Commission under the Securities Act of 1933, as amended (the "Securities Act"). This Prospectus does not contain all of the information set forth in the Registration Statement, and reference is hereby made to the Registration Statement for further information with respect to Occidental and the Common Stock offered hereby. Statements contained herein concerning the provisions of any document filed as an exhibit to the Registration Statement or otherwise filed with the Commission are necessarily summaries of such provisions, and each such statement is qualified in its entirety by reference to the copy of the applicable document filed with the Commission.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Prospectus incorporates by reference documents which are not presented herein or delivered herewith. Occidental will furnish without charge to each person, including any beneficial owner, to whom this Prospectus is delivered, upon written or oral request of such person, a copy of any documents incorporated by reference herein, except for exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests should be directed to Occidental Petroleum Corporation, 10889 Wilshire Boulevard, Los Angeles, California 90024, Attention: Vice President and Treasurer (telephone (310) 208-8800).

The following documents, which have been filed by Occidental with the Commission, are hereby incorporated by reference in this Prospectus:

(i) Annual Report on Form 10-K for the fiscal year ended December 31, 1995;

(ii) Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 1996 and June 30, 1996;

(iii) Current Reports on Form 8-K, dated January 24, 1996, April 17, 1996, April 19, 1996 and July 22, 1996; and

(iv) Registration Statement on Form 8-B, dated June 26, 1986 (as amended by Form 8, dated December 22, 1986, Form 8, dated February 3, 1988, Form 8-B/A, dated July 12, 1993, Form 8-B/A, dated March 18, 1994, and Form 8-B/A, dated November 1, 1995).

All documents filed by Occidental pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering of the Common Stock shall be deemed to be incorporated by reference into this Prospectus and to be a part hereof from the respective dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

OCCIDENTAL PETROLEUM CORPORATION

Occidental explores for, develops, produces and markets crude oil and natural gas; engages in interstate and intrastate natural gas transmission and marketing; and manufactures and markets a variety of basic chemicals, petrochemicals and polymers and plastics. Occidental conducts its principal operations through three subsidiaries: Occidental Oil and Gas Corporation, MidCon Corp. and Occidental Chemical Corporation. Occidental's principal executive offices are located at 10889 Wilshire Boulevard, Los Angeles, California 90024 (telephone (310) 208-8800).

THE MERGER

On August 30, 1996, pursuant to an Agreement and Plan of Merger, dated as of August 23, 1996 (the "Merger Agreement"), among Occidental, OPC Acquisition Corp., an Oklahoma corporation ("OPC Acquisition") and a wholly-owned subsidiary of Occidental, the Selling Stockholder and Natural Gas Odorizing, Inc., an Oklahoma corporation ("NGO") and a wholly-owned subsidiary of the Selling Stockholder, OPC Acquisition merged (the "Merger") into NGO. As a result of the Merger, NGO became a wholly-owned subsidiary of Occidental, and all of the shares of the capital stock of NGO which were outstanding immediately prior to the Merger were converted into, and the Selling Stockholder received from Occidental, the 2,018,928 shares of Common Stock offered hereby.

In a Registration Agreement, dated as of August 30, 1996 (the "Registration Agreement"), between Occidental and the Selling Stockholder, Occidental agreed, among other things, to register under the Securities Act the shares of Common Stock acquired by the Selling Stockholder as a result of the Merger.

USE OF PROCEEDS

The Selling Stockholder will receive all of the net proceeds from the sale of the shares of Common Stock offered hereby. Occidental will not receive any of the proceeds from the sale of such shares.

SELLING STOCKHOLDER

This Prospectus relates to the periodic offers and sales by the Selling Stockholder of the 2,018,928 shares of the Common Stock which were acquired by the Selling Stockholder as a result of the Merger, all of which shares were owned by the Selling Stockholder prior to this offering.

The Selling Stockholder may sell any number of the shares of Common Stock offered hereby, although the Selling Stockholder may choose to hold some or all of such shares for investment. Occidental is obligated to maintain this Registration Statement in effect for up to 36 months as provided in the Registration Agreement.

Except for the ownership interest of the Selling Stockholder in such 2,018,928 shares of the Common Stock, and the contractual relationships provided in the Registration Agreement and the Merger Agreement, the Selling Stockholder does not have any material relationship with Occidental.

PLAN OF DISTRIBUTION

Occidental will not receive any proceeds from the sale of the shares offered hereby. The Selling Stockholder has advised Occidental that such shares may be sold by the Selling Stockholder in one or more transactions (which may involve one or more block transactions) on the New York Stock Exchange, in separately negotiated transactions, or in a combination of such transactions; that each sale may be made either at market prices prevailing at the time of such sale or at negotiated prices; that some or all of such shares may be sold through brokers acting on behalf of the Selling Stockholder or to dealers for resale by such dealers; and that in connection with such sales such brokers and dealers may receive compensation in the form of discounts or commissions from the Selling Stockholder and may receive commissions from the purchasers of such shares for whom they act as broker or agent (which discounts and commissions may, but are not anticipated to, exceed those customary in the types of transactions involved). Any broker or dealer participating in any such sale may be deemed to be an "underwriter" within the meaning of the Securities Act and will be required to deliver a copy of this Prospectus to any person who purchases any of such shares from or through such broker or dealer. Any discounts or commissions received by any such underwriter, dealer or broker may be deemed to be underwriting discounts or commissions under the Securities Act.

Occidental has agreed to pay and be responsible for the fees and expenses incurred in connection with the registration of the shares offered hereby and the qualification of such shares under applicable state securities or Blue Sky laws. The Selling Stockholder shall generally be responsible for all other fees and expenses (including brokerage discounts, commissions and fees) relating to the distribution of such shares. Occidental has agreed to indemnify the Selling Stockholder and certain other persons against certain liabilities, including liabilities under the Securities Act.

LEGAL MATTERS

The validity of the Common Stock offered hereby will be passed upon for Occidental by Robert E. Sawyer, Associate General Counsel of Occidental. Mr. Sawyer beneficially owns, and has rights to acquire under employee stock options, an aggregate of less than 1% of the outstanding Common Stock.

EXPERTS

The financial statements and financial statement schedule incorporated by reference in this Prospectus and elsewhere in the registration statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are incorporated by reference herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said reports.

(LOGO)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.*

The expenses in connection with this offering to be borne by Occidental are:

| | |
|---|-----------|
| Registration fee..... | \$ 16,317 |
| Printing fees and expenses..... | 15,000 |
| Accounting fees and expenses..... | 15,000 |
| Legal fees and expenses..... | 15,000 |
| Blue Sky fees and expenses..... | 2,000 |
| Fees of Transfer Agent and Registrar..... | 500 |
| Miscellaneous..... | 1,183 |
| | ----- |
| Total..... | \$ 65,000 |
| | ===== |

* All amounts are estimated except for the registration fee.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers under certain circumstances for liabilities incurred in connection with their activities in such capacities (including reimbursement for expenses incurred). Occidental's Restated Certificate of Incorporation, as amended, provides for the elimination of personal liability of its directors to the full extent permitted by the Delaware General Corporation Law and Occidental has entered into indemnification agreements with each director and certain officers providing for additional indemnification. Article VIII of Occidental's By-laws also provides that Occidental shall indemnify directors and officers under certain circumstances for liabilities and expenses incurred by reason of their activities in such capacities. In addition, Occidental has insurance policies that provide liability coverage to directors and officers while acting in such capacities.

The Registration Agreement, dated as of August 30, 1996, between Occidental and the Selling Stockholder provides for indemnification of directors and officers of Occidental by the Selling Stockholder against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act").

ITEM 16. EXHIBITS.

- 4.1 -- Restated Certificate of Incorporation of Occidental, together with all certificates amendatory thereof filed with the Secretary of State of Delaware through December 23, 1994 (incorporated by reference to Exhibit 3.(i) to Occidental's Annual Report on Form 10-K for the fiscal year ended December 31, 1994).
- 4.2 -- By-laws of Occidental, as amended through December 15, 1994 (incorporated by reference to Exhibit 3.(ii) to Occidental's Annual Report on Form 10-K for the fiscal year ended December 31, 1994).
- 4.4 -- Rights Agreement, dated as of October 17, 1986, between Occidental and The Chase Manhattan Bank (National Association), as the initial Rights Agent thereunder (subsequently replaced by The Chase Manhattan Bank (formerly known as Chemical Bank), as successor Rights Agent), together with the form of Rights certificate (incorporated by reference to Exhibit 4.1 to Occidental's Current Report on Form 8-K dated October 17, 1987).
- 5 -- Opinion of Robert E. Sawyer, Esq., Associate General Counsel of Occidental.
- 23.1 -- Consent of Robert E. Sawyer, Esq. (included in Exhibit 5).
- 23.2 -- Consent of Arthur Andersen LLP.
- 24 -- Power of Attorney (reference is hereby made to page II-4).

ITEM 17. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act, unless such information required to be included in such post-effective amendment is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in this Registration Statement;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement, unless such information is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Donald P. de Brier, Robert E. Sawyer, Matthew T. Gay and Scott A. King his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all Amendments (including Post-Effective Amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on September 13, 1996.

OCCIDENTAL PETROLEUM CORPORATION

By R. R. IRANI

 Ray R. Irani
 Chairman of the Board of Directors
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|--|--------------------|
| R. R. IRANI ----- Ray R. Irani | Chairman of the Board of Directors and Chief Executive Officer | September 13, 1996 |
| A. R. LEACH ----- Anthony R. Leach | Executive Vice President and Chief Financial Officer | September 13, 1996 |
| S. P. DOMINICK ----- Samuel P. Dominick, Jr. | Vice President and Controller (Chief Accounting Officer) | September 13, 1996 |
| EDWARD P. DJEREJIAN ----- Edward P. Djerejian | Director | September 13, 1996 |

| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|----------------|--------------------|
| ALBERT GORE ----- Albert Gore | Director | September 13, 1996 |
| ARTHUR GROMAN ----- Arthur Groman | Director | September 13, 1996 |
| J. ROGER HIRL ----- J. Roger Hirl | Director | September 13, 1996 |
| JOHN W. KLUGE ----- John W. Kluge | Director | September 13, 1996 |
| DALE R. LAURANCE ----- Dale R. Laurance | Director | September 13, 1996 |
| IRVIN W. MALONEY ----- Irvin W. Maloney | Director | September 13, 1996 |
| GEORGE O. NOLLEY ----- George O. Nolley | Director | September 13, 1996 |
| JOHN F. RIORDAN ----- John F. Riordan | Director | September 13, 1996 |
| RODOLFO SEGOVIA ----- Rodolfo Segovia | Director | September 13, 1996 |
| AZIZ D. SYRIANI ----- Aziz D. Syriani | Director | September 13, 1996 |
| ROSEMARY TOMICH ----- Rosemary Tomich | Director | September 13, 1996 |

INDEX TO EXHIBITS

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|---|
| 4.1 | Restated Certificate of Incorporation of Occidental, together with all certificates amendatory thereof filed with the Secretary of State of Delaware through December 23, 1994 (incorporated by reference to Exhibit 3.(i) to Occidental's Annual Report on Form 10-K for the fiscal year ended December 31, 1994). |
| 4.2 | By-laws of Occidental, as amended through December 15, 1994 (incorporated by reference to Exhibit 3.(ii) to Occidental's Annual Report on Form 10-K for the fiscal year ended December 31, 1994). |
| 4.4 | Rights Agreement, dated as of October 17, 1986, between Occidental and The Chase Manhattan Bank (National Association), as the initial Rights Agent thereunder (subsequently replaced by The Chase Manhattan Bank (formerly known as Chemical Bank), as successor Rights Agent), together with the form of Rights certificate (incorporated by reference to Exhibit 4.1 to Occidental's Current Report on Form 8-K dated October 17, 1987). |
| 5 | Opinion of Robert E. Sawyer, Esq., Associate General Counsel of Occidental. |
| 23.1 | Consent of Robert E. Sawyer, Esq. (included in Exhibit 5). |
| 23.2 | Consent of Arthur Andersen LLP. |
| 24 | Power of Attorney (reference is hereby made to page II-4). |

OCCIDENTAL PETROLEUM CORPORATION
 10889 WILSHIRE BOULEVARD, SUITE 1500
 LOS ANGELES, CALIFORNIA 90024
 (310) 208-8800

ROBERT E. SAWYER
 ASSOCIATE GENERAL COUNSEL

DIRECT TELEPHONE: (310) 443-6179
 DIRECT FAX: (310) 443-6737
 (310) 443-6684

September 13, 1996

Occidental Petroleum Corporation
 10889 Wilshire Boulevard
 Los Angeles, California 90024

Re: Occidental Petroleum Corporation
 Registration Statement on Form S-3

Ladies and Gentlemen:

I am an Associate General Counsel of Occidental Petroleum Corporation, a Delaware corporation ("Occidental"), and have acted as counsel to Occidental in connection with the preparation of the above-referenced Registration Statement on Form S-3, filed by Occidental with the Securities and Exchange Commission (the "Commission") on September 13, 1996 (the "Registration Statement"). The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "1933 Act"), of 2,018,928 shares (the "Shares") of Common Stock, par value \$.20 per share, of Occidental. The Registration Statement also covers the rights (the "Rights") initially to purchase units (the "Units"), each Unit consisting of one one-hundredth of a share of Series A Junior Participating Preferred Stock, par value \$1.00 per share, of Occidental, which Rights will be issued with, and initially attached to and traded with, the Shares. The Rights will be issued pursuant to the Rights Agreement, dated as of October 17, 1986, between Occidental and The Chase Manhattan Bank (formerly known as Chemical Bank), as successor Rights Agent (the "Rights Agreement").

The Shares and the Rights attached thereto are to be sold by Helmerich & Payne, Inc., which acquired the Shares and such Rights from Occidental as a result of a merger by a subsidiary of Occidental into Natural Gas Odorizing, Inc., an Oklahoma corporation ("NGO"), in which merger all of the outstanding shares of the capital stock of NGO were converted into the Shares and such Rights.

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the 1933 Act.

In connection with this opinion, I have examined and am familiar with originals or copies, certified or otherwise identified to my satisfaction, of such records of Occidental and all such agreements, certificates of public officials, certificates of officers or other representatives of Occidental and others and such other documents, certificates and records as I have deemed necessary or appropriate as a basis for the opinions set forth herein, including, without limitation, (i) the Registration Statement (together with the form of prospectus forming a part thereof), (ii) the Restated Certificate of Incorporation and By-laws of Occidental, as amended to date, (iii) copies of certain resolutions adopted by the Board of Directors of Occidental, and of resolutions adopted by a special pricing committee of such Board of Directors, relating to the filing of the Registration Statement and any amendments or supplements thereto, and the issuance of the Shares and the

Rights attached thereto and related matters, and (iv) the Rights Agreement. At a meeting of the Board of Directors of Occidental relating to the adoption of the Rights Agreement, the Board of Directors was advised on a number of questions of Delaware law, including that there is no direct judicial precedent in Delaware regarding an identical form of rights agreement. In my examination, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein which I have not independently established or verified, I have relied upon statements and representations of officers and other representatives of Occidental and others.

I am a member of the California and New York Bars and for purposes of this opinion do not hold myself out as an expert on, nor do I express any opinion as to, the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, I am of the opinion that:

1. The Shares (for purposes of this paragraph 1, excluding the Rights) have been duly authorized and are validly issued, fully paid and nonassessable.
2. The Rights have been duly authorized and are validly issued.

This opinion is furnished to you solely for your benefit in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise referred to for any other purpose without my prior written consent. I hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. I also consent to the reference to me under the heading "Legal Matters" in the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

Robert E. Sawyer

CONSENT OF ARTHUR ANDERSEN LLP

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated February 22, 1996 incorporated by reference or included in Occidental Petroleum Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1995 and to all references to our firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Los Angeles, California
September 12, 1996