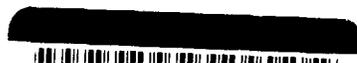




DIVISION OF CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

DC



02011011

1023422

NOACT

PE 11-16-01

132-02322

December 19, 2001

Linda S. Peterson
Assistant General Counsel
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, CA 90024

Re: Occidental Petroleum Corporation
Incoming letter dated November 16, 2001

Act 1934
Section _____
Rule 14A-8
Public Availability 12/19/2001

Dear Ms. Peterson:

This is in response to your letter dated November 16, 2001 concerning the shareholder proposal submitted to Occidental Petroleum by Robert Morse. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all the correspondence will also be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

PROCESSED

JAN 29 2002

THOMSON
FINANCIAL

Martin P. Dunn
Associate Director (Legal)

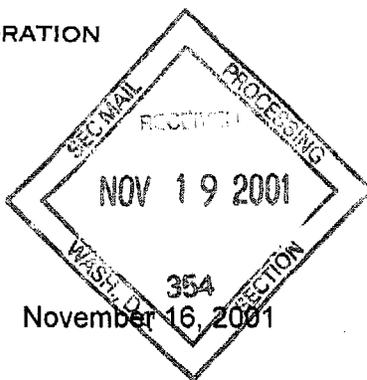
cc: Robert D. Morse
212 Highland Ave.
Moorestown, NJ 08057-2717



10889 WILSHIRE BOULEVARD
 LOS ANGELES, CALIFORNIA 90024
 TELEPHONE (310) 208-8800
 FACSIMILE (310) 443-6690

LINDA S. PETERSON
 ASSISTANT GENERAL COUNSEL

Direct Telephone (310) 443-6189
 Direct Facsimile (310) 443-6737
 E-Mail linda.peterson@oxy.com



November 16, 2001

VIA FEDERAL EXPRESS

Securities and Exchange Commission
 Division of Corporation Finance
 450 Fifth Street, N.W.
 Washington, D. C. 20549

**Re: Occidental Petroleum Corporation
 Omission of Stockholder Proposal**

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Occidental Petroleum Corporation, a Delaware corporation ("Occidental" or the "Company"), requests your concurrence that the stockholder proposal received by the Company from Mr. Robert D. Morse, 212 Highland Avenue, Moorestown, New Jersey 08057-1717, as amended by Mr. Morse, a copy of which proposal is attached hereto as Exhibit A (the "Proposal"), may properly be omitted from the proxy materials for the Company's 2002 Annual Meeting of Stockholders.

RECEIVED
 OFFICE OF CHIEF COUNSEL
 NOV 19 2001

Occidental received a proposal from Mr. Morse on October 2, 2001, a copy of which is attached hereto as Exhibit B (the "Original Proposal"). The Original Proposal contained two alternate proposals: (i) a request that Occidental mark the proxy to show votes "against" Directors and that proxies that are signed but not marked not be voted at the discretion of the Company; and (ii) a request that stockholders vote against Occidental's Directors. Occidental notified Mr. Morse on October 8, 2001 (a copy of which notice is attached hereto as Exhibit C), that, in order to comply with proxy rules, he needed to submit only one proposal. By amendment received October 15, Mr. Morse deleted his second alternate proposal.

Occidental believes the Proposal properly may be omitted pursuant to Rule 14a-8(h)(3), because the proponent failed, without good cause, to present a proposal (or cause a representative to present a proposal) at the 2000 Annual Meeting of Stockholders of the Company.

Discussion

Rule 14a-8(h)(3) permits a registrant to omit a proposal from its proxy materials if a proposal has been included in the registrant's proxy materials for either of the last two annual meetings and the proponent has failed, without good cause, to present the proposal for action

at the meeting, either in person or by representative. See Eastman Kodak Company, available September 9, 1996; General Motors Corporation, available March 3, 1997; Mobil Corporation, available September 3, 1998; Lucent Technologies, Inc., available September 21, 1999; and Occidental Petroleum Corporation, available January 16, 2001 (each of which deals with proposals submitted by Mr. Morse that he failed to present).

The proponent submitted a proposal (the "2000 Proposal," attached as Exhibit D hereto) to the Company for its 2000 Annual Meeting of Stockholders. The 2000 Proposal was included in the 2000 Proxy Statement. Neither the proponent nor a representative appeared at the Company's 2000 Annual Meeting of Stockholders.

The proponent has not shown good cause for his failure to nominate a local representative to present his proposal. At the 2000 Annual Meeting, a proposals made by Mr. Charles Miller, who lives in New York, was made by a local representative, Mr. Lee Greenwood. The proxy statement includes names and addresses of proponents of other shareholder proposals; Mr. Morse could have contacted these shareholders to find out how they intended to present their proposals at the annual meeting, or to make contact with their local representative.

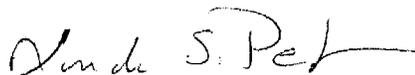
Conclusion

In accordance with Rule 14a-8(j), a copy of this letter is being sent to Mr. Morse, with a letter from the Company notifying him of Occidental's intention to omit the Proposal from its proxy materials. A copy of that letter is enclosed as Exhibit E.

Also enclosed are six copies of this letter with exhibits and an additional receipt copy of this letter. Please return the receipt copy in the enclosed self-addressed stamped envelope.

Occidental plans to begin mailing its proxy materials on or about March 25, 2002. Accordingly, we would appreciate receiving your response no later than March 8, 2002. If you have any questions concerning the Proposal or this request, please call the undersigned at (310) 443-6189.

Very truly yours,



Linda S. Peterson

Enclosures

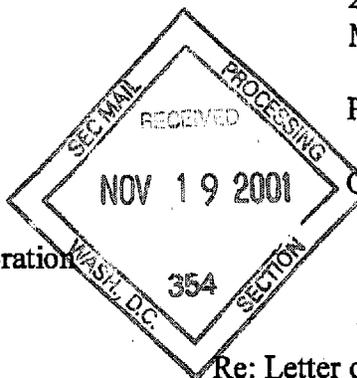
cc: Mr. Robert D. Morse

Robert D. Morse
212 Highland Ave.
Moorestown, NJ 08057-2717

Ph: 856 235 1711

October 11, 2001

Linda S. Peterson
Occidental Petroleum Corporation
10669 Wilshire Blvd.
Los Angeles, CA 90024



Re: Letter of October 8, 2001

Dear Ms. Peterson:

Thank you for the reminder. I know that only one proposal could be presented to the Stockholders in the proxy, but you quote the Rules as: "to the Company, etc." That is fine with me.

I was only offering a choice of one or the other, therefore, to correct the situation I am canceling the Alternate Proposal and entering only the first proposal.

The "second choice" offer reasoning was this: Your Company could perhaps gain good Public Relations by correcting this imbalance without being "notified" of such via my proposal.

I wish to inform you that I presented this item to the SEC for a ruling to save paper. work all-around. Six weeks later they responded after a phone call, stating that a proposal has to be objected to prior to a ruling, Neither did they respond to a request that perhaps three copies should be a sufficient number rather than six. I am referring to The National Paperwork Reduction Act of years past, as I remember. I will check this out later on the Internet.

Occidental Petroleum is a fine Company and I have no grudge, only against the "system" used by most firms in their proxies.

Thanks again.

Robert D. Morse

September 27, 2001

PROPOSAL

I, Robert D. Morse, 212 Highland Ave. Moorestown, NJ 08057-2717, owner of \$2000.00 or more value of Company stock, wish to present the following proposal for printing in the Year 2002 Proxy material:

Management and Directors are requested to change the format of the Proxy Material in the two areas which are not fair to the shareowners: Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column. Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management.

REASONS:

This entirely unfair voting arrangement has benefited Management and Directors in their determination to stay in office by whatever means. Note that this is the only area in which an "AGAINST" choice is omitted, and has been so for about 15 years with no successful objections. Claiming of votes by Management is unfair, as a shareowner has the right to sign as "Present" and not voting, showing receipt of material and only desiring to prevent further solicitation of a vote.

FURTHER:

Since Management claims the right to advise an "AGAINST" vote in matters presented by Shareowners, said Shareowners likewise have the right to ask for a vote "AGAINST" all Company select nominees for Director, until directors stop the practice of excessive extra remuneration for Management other than base pay and some acceptable perks. THANK YOU.

Robert D. Morse

These rhymes are for stress relief.
Not a part of the presentation.

RHYMIST

I decided to call myself a "Rhymist",
Rather than a poet, as a new twist.
I typed the word on my computer,
But the Paper Clip was a refuter.
The word I typed was red-lined,
And I felt it was a bit unkind.
I referred to my personal dictionary,
Thinking the word very ordinary.
However, there appears no such word;
Don't you think this somewhat absurd?
I picked up a pen, took no time to think,
And jotted "Rhymist" down with bold ink
The problem with this happens to be,
That no one but me is likely to see,
And notoriety will dissipate as does a mist,
So, as a Rhymist, I just don't exist !

INTRUDERS

It is apparent that someone stores
Enough hatred of us to invade our shores.
They put little value on their lives,
And don't care if none other survives.
Could there be a problem with us
That provokes such a costly muss?
Maybe our government needs to learn
To explain a program if it wants to earn
Confidence in what we attempt to do;
Constantly show them our problems too.
Such as pictures of our derelicts and drug users,
Let them see all our own abusers.
While we are at it, show our managers wise,
Who collect more than wages right before our eyes.
They feel entitled to what they can skim,
But the extra wealth needed is only a whim.

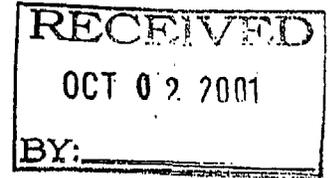
Robert Dennis Morse

Robert D. Morse
212 Highland Ave.
Moorestown, NJ 08057-2717

Ph: 856 235 1711

September 27, 2001

Office of The Secretary
Occidental Petroleum Corporation
10889 Wilshire Blvd.
Los Angeles, CA 90024



Dear Secretary:

I wish to enter the enclosed proposal to be printed in the Year 2002 Proxy Material.

To qualify, I state that I am the owner of \$2000.00 or more in Company stock, having held same over one year, and will continue to hold equity beyond the next Share-owner Meeting. I also plan to be represented at the meeting to present my Proposal.

Should the Company desire to change format this year as proposed, and notify me of such action, then the alternate proposal may be used for this year's insertion.

Thank you,

Robert D. Morse

A handwritten signature in cursive script that reads 'Robert D. Morse'.

September 27, 2001

PROPOSAL

I, Robert D. Morse, 212 Highland Ave. Moorestown, NJ 08057-2717, owner of \$2000.00 or more value of Company stock, wish to present the following proposal for printing in the Year 2002 Proxy material:

Management and Directors are requested to change the format of the Proxy Material in the two areas which are not fair to the shareowners: Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column. Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management.

REASONS:

This entirely unfair voting arrangement has benefited Management and Directors in their determination to stay in office by whatever means. Note that this is the only area in which an "AGAINST" choice is omitted, and has been so for about 15 years with no successful objections. Claiming of votes by Management is unfair, as a shareowner has the right to sign as "Present" and not voting, showing receipt of material and only preventing further solicitation of a vote.

FURTHER:

Since Management claims the right to advise an "AGAINST" vote in matters presented by Shareowners, I likewise have the right to ask for a vote "AGAINST" all Company select nominees for Director until directors stop the practice of excessive extra remuneration for Management other than base pay and some acceptable perks. THANK YOU.

ALTERNATE PROPOSAL SUBSTITUTE

{IF CHANGES MADE AS SUGGESTED FOR UPCOMING PROXY}

I, Robert D. Morse, 212 Highland Ave. Moorestown, NJ 08057-2717, owner of \$2000,00 or more in Company stock, wish to present the following proposal for printing in the Year 2002 Proxy material:

I propose that since Management usually suggests that Shareowners vote "AGAINST" a proposal submitted by one or more of the shareowners, then said Shareowners should likewise vote "AGAINST" the Company nominees for Director until the Directors cease the compensation programs they in turn offer Management above salary and nominal perks.

Please vote "FOR" this Proposal and "AGAINST" the Director Proposal as a right. THANK YOU.

Robert D. Morse



OCCIDENTAL PETROLEUM CORPORATION

EXHIBIT C

10889 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90024
TELEPHONE (310) 208-8800
FACSIMILE (310) 443-6690

LINDA S. PETERSON
ASSISTANT GENERAL COUNSEL

Direct Telephone (310) 443-6189
Direct Facsimile (310) 443-6737
E-Mail linda.peterson@oxy.com

October 8, 2001



VIA FEDERAL EXPRESS

Robert D. Morse
212 Highland Avenue
Moorestown, New Jersey 08057-2717

Re: Stockholder Proposals for 2002 Annual Meeting

Dear Mr. Morse:

Occidental Petroleum Corporation ("Occidental") has received your letter dated September 27, 2001, concerning proposals to be submitted in the 2002 Proxy materials, a copy of which is attached.

Rule 14a-8(c) under the Securities Exchange Act of 1934, as amended, provides that a proponent may submit no more than one (1) proposal for inclusion in the proxy materials. Your letter contains two proposals. The first is to change the proxy materials to show votes "against" directors; the second is to encourage stockholders to vote against directors. Because these are two separate matters, we believe your proposal does not comply within Rule 14a-8(c).

Accordingly, as required by Rule 14a-8(f), Occidental hereby requests that you reduce the items submitted to the limits (i.e., one proposal) required by the Rule by sending Occidental written notice of which proposal you want included within fourteen (14) calendar days from your receipt of this letter. If notice is not received within that time, Occidental will seek the approval of the Securities and Exchange Commission to exclude all of the proposals you submitted.

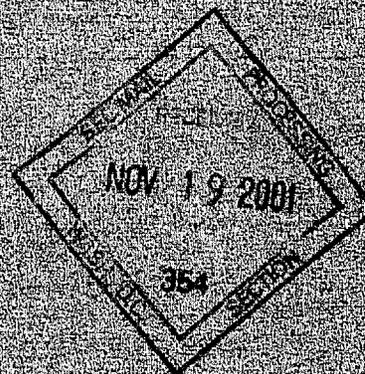
Please note that, if you do limit yourself to one proposal, Occidental still may seek to omit that proposal if Occidental believes there are grounds under Rule 14a-8 to do so. A copy of of Rule 14a-8 is enclosed for your information together with a copy of Securities and Exchange Commission Staff Legal Bulletin No. 14, which explains the Rule 14a-8 no-action letter process.

Sincerely,

Linda S. Peterson

Enclosures

Notice of
2000 Annual Meeting
of Stockholders and
Proxy Statement



2000

Occidental Petroleum Corporation

March 20, 2000

Dear Stockholders:

FRIDAY, APRIL 28, 2000
Santa Monica Civic Auditorium
1855 Main Street
Santa Monica, California

MEETING HOURS
Auditorium Opens 9:30 A.M.
Meeting 10:30 A.M.

ADMISSION TICKET REQUIRED

On behalf of the Board of Directors, it is my pleasure to invite you to Occidental's 2000 Annual Meeting of Stockholders, which will be held on Friday, April 28, 2000, at the Santa Monica Civic Auditorium, 1855 Main Street, Santa Monica, California.

Attached is the Notice of Meeting and the Proxy Statement, which describes in detail the matters on which you are being asked to vote. These matters include electing the directors, ratifying the selection of independent public accountants, amending Occidental's Restricted Stock Plan for Non-Employee Directors, and transacting any other business that properly comes before the meeting, including any stockholder proposals.

Also enclosed are a Report to Stockholders, in which senior management discusses highlights of the year, and Occidental's Annual Report on Form 10-K. As in the past, at the meeting there will be a report on operations and an opportunity to ask questions.

Whether you plan to attend the meeting or not, I encourage you to vote promptly so that your shares will be represented and properly voted at the meeting.

Sincerely yours,

Dr. Ray R. Irani, *Chairman and Chief Executive Officer*



STOCKHOLDER PROPOSALS



Occidental has been advised by five holders of common stock of their intention to introduce at the annual meeting the following proposals and supporting statements. The Board of Directors disclaims any responsibility for the content of the proposals and for the statements made in support thereof, which are presented as received from the stockholders.

STOCKHOLDER PROPOSAL REGARDING MAXIMIZING STOCKHOLDER VALUE

Charles Miller, 23 Park Circle, Great Neck, New York 11024, the owner of 150 shares of common stock has notified Occidental that he intends to present the following proposal at the 2000 annual meeting.

"Resolved that the shareholders of Occidental Petroleum Corporation urge the Occidental Petroleum Corporation Board of Directors to arrange for the prompt sale of Occidental Petroleum Corporation to the highest bidder."

SUPPORTING STATEMENT

"The purpose of the Maximize Value Resolution is to give all Occidental Petroleum Corporation shareholders the opportunity to send a message to the Occidental Petroleum Corporation Board that they support the prompt sale of Occidental Petroleum Corporation to the highest bidder. A strong and or majority vote by the shareholders would indicate to the board the displeasure felt by the shareholders of the shareholder returns over many years and the drastic action that should be taken. Even if it is approved by the majority of the Occidental Petroleum Corporation shares represented and entitled to vote at the annual meeting, the Maximize Value Resolution will not be binding on the Occidental Petroleum Corporation Board. The proponent however believes that if this resolution receives substantial support from the shareholders, the board may choose to carry out the request set forth in the resolution:

The prompt auction of Occidental Petroleum Corporation should be accomplished by any appropriate process the board chooses to adopt including a sale to the highest bidder whether in cash, stock, or a combination of both. It is expected that the board will uphold its fiduciary duties to the utmost during the process.

The proponent further believes that if the resolution is adopted, the management and the board will interpret such adoption as a message from the company's stockholders that it is no longer acceptable for the board to continue with its current management plan and strategies.

I URGE YOUR SUPPORT, VOTE FOR THIS RESOLUTION"

THE BOARD OF DIRECTORS' STATEMENT IN OPPOSITION TO THE FOREGOING STOCKHOLDER PROPOSAL

The Board of Directors is open to all types of initiatives to build stockholder value. The Board continuously evaluates Occidental's assets to determine how best to maximize their value. Accordingly, the Board is in the best and most informed position to evaluate and consider all of the options that may be available to Occidental from time to time including if, when and under what conditions a sale of Occidental should be considered.

The Board will continue to consider all options for enhancing Occidental's value and will pursue the course of action that it believes will best achieve that objective. Arranging for the prompt sale of Occidental to the highest bidder, without regard to the relative merits of other alternatives or the results of any process to explore that possibility, would create a "forced sale" atmosphere that could force Occidental to negotiate with bidders from a position of weakness and reduce the value that stockholders would receive from a sale of Occidental.

Accordingly, the Board of Directors recommends that you vote AGAINST the foregoing stockholder proposal. Your proxy will be so voted unless you specify otherwise on the proxy card.

STOCKHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION

Robert D. Morse, 212 Highland Avenue, Moorestown, New Jersey 08057, the owner of 1,900 shares of common stock has notified Occidental that he intends to present the following proposal at the 2000 annual meeting.

"I propose that the Officers and Directors consider the discontinuance of all bonuses immediately, and options, rights, SAR's, etc., after termination of any existing programs for top management. I must also include discontinuance request of "Severance Contracts", which overpay a person no longer satisfactory to the Company, just to leave !

This does not include any programs for employees."

SUPPORTING STATEMENT

"Management and Directors are compensated enough to buy on open market, just as You and I, if they are so motivated.

Management is already well paid with base pay, life insurance, retirement plans, paid vacations, free use of vehicles and other perks.

Options, rights, SAR's, are available elsewhere, and a higher offer would induce transfers, not necessarily "attain and hold" qualified persons.

Who writes the objections to my proposal? Is it not the same persons who nominate and pay the directors who in turn will provide Management these exorbitant extras above a good base salary? Shareowners should start reading and realizing that these persons are not providing them entertainment on an individual choice basis, as do athletes, movie stars, and similar able performers.

"Align management with shareowners" is a repeated ploy or "line" to lull us as to continually increasing their take of our assets. Do we get any options to purchase at previous [presumed] lower rates, expecting prices to increase?

After taxes, present base salaries are way above the \$200,000.00 our President receives plus free lodging, and Management only looks after a Company, not the USA and some of the world problems. If they filled out a daily work or production sheet, what would it show?

Please vote "YES" for this proposal,"

THE BOARD OF DIRECTORS' STATEMENT IN OPPOSITION TO THE FOREGOING STOCKHOLDER PROPOSAL

Bonuses and stock-based awards are an integral part of Occidental's executive compensation programs. Neither type of award is, as has been characterized in the proposal, an additional "perk" - rather, Occidental's executive compensation programs are designed to reward good business performance. Awards of cash incentives are determined both by business and individual performance. The value of long-term incentives, including stock and stock options, are directly linked to the stock value appreciation shared by all of Occidental's stockholders. Elimination of cash and long-term incentives would eliminate the link between executive compensation and business performance.

Occidental's executive compensation programs are also designed to attract and retain executives. Without these programs, Occidental would face a competitive disadvantage when compared with other major U.S. corporations, and would have difficulty hiring and keeping the best executives.

Accordingly, the Board of Directors recommends that you vote AGAINST the foregoing stockholder proposal.

Your proxy will be so voted unless you specify otherwise on the proxy card.

STOCKHOLDER PROPOSAL REGARDING RISK ANALYSIS REPORT

The Sinsinawa Dominicans, 2128 South Central Park, Chicago, Illinois 60623, the owner of 100 shares of common stock, Walden Asset Management, 40 Court Street, Boston, Massachusetts 02108, the owner of 1,100 shares of common stock, and Mercy Health Services, 34605 Twelve Mile Road, Farmington Hills, Michigan 48331, the owner of 3,600 shares of common stock, have each notified Occidental that they intend to present the following proposal at the 2000 annual meeting.

"WHEREAS: the company is concerned that elders of the U'wa tribe in the cloudforest/rainforest of Columbia, South America, have threatened to walk off a 1400 foot cliff in a mass suicide if Occidental drills on their sacred land.

RESOLVED: The Board of Occidental Petroleum shall hire a major independent business analysis firm to write and distribute a risk analysis report addressing the potential impact on long term profitability, including any future decline in stock price, which may occur due to the threat of mass suicide."

SUPPORTING STATEMENT

"In February of 1992, Occidental acquired exploration rights in the country of Colombia. At the 1998 annual shareholder meeting, this territory was one of two showcased as having critical importance to the future of the company.

However, on that land live a tribe of indigenous peoples call the U'wa. At present, the U'wa in the regions of Boyaca, Santander, and North Santander claim to have approximately 5,000 members, in a society based on respect for traditional government, with spiritual leaders whose purpose is to ensure the U'wa protect mother earth.

There is a legend among the U'wa, documented by local sources in Colombia, which recounts that when the Conquistadors invaded U'wa land, elders placed their children in clay pots, and carried them off the edge of a 1400 foot high cliff they call the Cliff of Death.

The U'wa are convinced that if Occidental drills on their territory, the tribe will have failed its worldly mission. Thus, the traditional U'wa Government has unanimously threatened to advise their communities to walk off The Cliff of Death if the oil development occurs.



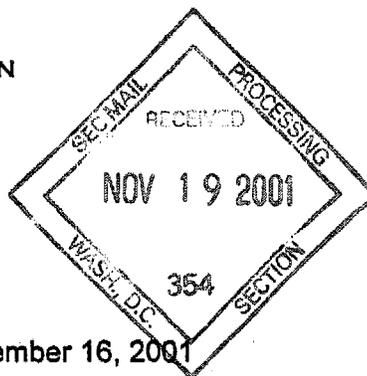
OCCIDENTAL PETROLEUM CORPORATION

EXHIBIT E

10889 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90024
TELEPHONE (310) 208-8800
FACSIMILE (310) 443-6690

LINDA S. PETERSON
ASSISTANT GENERAL COUNSEL

Direct Telephone (310) 443-6189
Direct Facsimile (310) 443-6737
E-Mail linda.peterson@oxy.com



November 16, 2001

VIA FEDERAL EXPRESS

Robert D. Morse
212 Highland Avenue
Moorestown, New Jersey 08057-2717

Dear Mr. Morse:

Pursuant to Rule 14a-8(j)(i) of the Securities Exchange Act of 1934, as amended, Occidental Petroleum Corporation is hereby notifying you of its intention to omit the proposal you submitted from management's proxy materials with respect to the 2002 Annual Meeting of Stockholders. The Corporation's reasons for omitting your proposal are set forth in the Corporation's letter of even date herewith to the Securities and Exchange Commission, a copy of which is attached hereto.

Very truly yours,

Linda S. Peterson

Enclosures

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

December 19, 2001

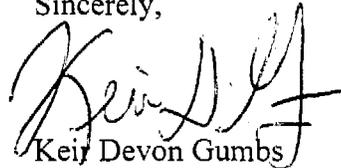
Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Occidental Petroleum Corporation
Incoming letter dated November 16, 2001

The proposal relates to the presentation of voter options in Occidental's proxy materials.

There appears to be some basis for your view that Occidental may exclude the proposal under rule 14a-8(h)(3). We note your representation that Occidental included the proponent's proposal in its proxy statement for its 2000 annual meeting, but that neither the proponent nor his representative appeared to present the proposal at this meeting. Moreover, the proponent has not stated a "good cause" for the failure to appear. Under the circumstances, we will not recommend enforcement action to the Commission if Occidental omits the proposal from its proxy materials in reliance on rule 14a-8(h)(3).

Sincerely,



Keir Devon Gumbs
Special Counsel