

Lowe Edward A.
Form 4
February 09, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lowe Edward A.

2. Issuer Name and Ticker or Trading Symbol
OCCIDENTAL PETROLEUM CORP /DE/ [OXY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

OCCIDENTAL PETROLEUM CORPORATION, 5 GREENWAY PLAZA, STE. 110

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HOUSTON, TX 77046

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/07/2018 | | A ⁽¹⁾ | 22,542 A \$ 0 | 120,806 | D | |
| Common Stock | 02/07/2018 | | A ⁽²⁾ | 23,435 A \$ 0 | 144,241 | D | |
| Common Stock | | | | | 820 ⁽³⁾ | I | By OPC Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lowe Edward A. OCCIDENTAL PETROLEUM CORPORATION 5 GREENWAY PLAZA, STE. 110 HOUSTON, TX 77046 | | | Executive Vice President | |

Signatures

/s/ Nicole E. Clark, Attorney-in-Fact for Edward A. Lowe
 **Signature of Reporting Person
 Date 02/09/2018

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Award of restricted stock units (RSUs) pursuant to the Issuer's 2015 Long-Term Incentive Plan (2015 LTIP). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon vesting. The RSUs will vest in three equal annual installments beginning on February 28, 2019.
- (2) On February 15, 2017, the reporting person was granted 23,435 performance stock units (PSUs) pursuant to the 2015 LTIP, which were subject to performance- and time-based vesting conditions. On February 7, 2018, achievement of the performance condition was certified by the Compensation Committee of the Issuer's Board of Directors, vesting the performance condition and converting the PSUs into RSUs. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon vesting. The RSUs will vest in three equal annual installments beginning February 28, 2018.
- (3) Based on a plan statement dated February 7, 2018.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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