

00082 4

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@coxy.com

November 16, 2001

VIA FEDERAL EXPRESS

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

Public Avail. Date: 12/19/01 0122200214  
Act Section Rule  
1934 14(a) 14a-8

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.

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

eae/proxy/noact-morse

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.

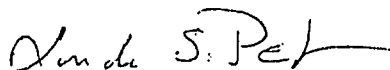
#### Conclusion

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

Proposal Adjusted To Comply With Request

September 27, 2001

00000

00001

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*

December 19, 2001

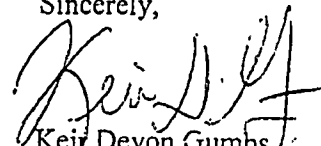
**Response of the Office of Chief Counsel  
Division of Corporation Finance**

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,

  
Keij Devon Gumbs  
Special Counsel