

OCCIDENTAL PETROLEUM CORP /DE/  
Form 8-K  
June 08, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 3, 2005

## OCCIDENTAL PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-9210**

(Commission  
File Number)

**95-4035997**

(I.R.S. Employer  
Identification No.)

**10889 Wilshire Boulevard**

**Los Angeles, California**

(Address of principal executive offices)

**90024**

(ZIP code)

Registrant's telephone number, including area code:  
**(310) 208-8800**

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 1 Registrant's Business and Operations**

Item 1.01. Entry into a Material Definitive Agreement

On June 3, 2005, the Executive Compensation and Human Resources Committee of Occidental's Board of Directors approved an amendment of the 2002-5 Performance-Based Stock Agreements and Terms and Conditions, to permit settlement in cash, instead of shares, of payments in excess of 100% of Target Performance Shares. (The outstanding awards allow the grantee to receive shares of Occidental's Common Stock up to 200 percent of the number of Target Performance Shares identified in the grant.) The cash payments would be calculated based on the closing price of the common stock on the New York Stock Exchange on the date of the certification of the attainment of the Performance Goals for the applicable awards.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCCIDENTAL PETROLEUM CORPORATION  
(Registrant)

Date: June 8, 2005

Jim A. Leonard

Jim A. Leonard, Vice President and Controller  
(Principal Accounting and Duly Authorized Officer)