

OXY CAPITAL TRUST II

Form POS AM

May 27, 2009

As filed with the Securities and Exchange Commission on May 27, 2009

Registration No. 333-123324

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**POST EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-3**

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

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**OCCIDENTAL PETROLEUM CORPORATION**

OXY CAPITAL TRUST II

OXY CAPITAL TRUST III

(Exact name of registrant as specified in its charter)

**Delaware**

**Delaware**

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

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**95-4035997**

**95-7065347**

**95-7065348**

(I.R.S. Employer  
Identification Number)

**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)

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**Donald P. de Brier, Esq.**

**Executive Vice President, General Counsel and Corporate Secretary**

**Occidental Petroleum Corporation**

**10889 Wilshire Boulevard**

**Los Angeles, California 90024**

**(310) 208-8800**

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

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Approximate date of commencement of proposed sale to the public: Not Applicable. Termination of Registration Statement and deregistration of related securities that were not sold pursuant to the Registration Statement.

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, check the following box.

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 this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "larger accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

TERMINATION OF REGISTRATION STATEMENT AND

DEREGISTRATION OF UNSOLD SECURITIES

On March 15, 2005, Occidental Petroleum Corporation (the "Company") filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (Registration Statement No. 333-123324) (the "Registration Statement") registering the offer and sale from time to time of up to \$1.5 billion of senior debt securities, subordinated debt securities, preferred stock, par value \$1.00 per share, common stock, par value \$.20 per share, depositary shares, warrants, stock purchase contracts, stock purchase units and guarantees of preferred securities of Oxy Capital Trust II and Oxy Capital Trust III, in each case, of Occidental Petroleum Corporation and preferred securities of Oxy Capital Trust II and Oxy Capital Trust III (the "Securities"). The Company has decided to terminate the offering with respect to the remaining Securities that are registered on the Registration Statement. This Post-Effective Amendment No. 1 to the Registration Statement is being filed in order to deregister all Securities that were registered under the Registration Statement and remain unsold as of the date of this amendment.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Occidental Petroleum Corporation 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 May 26, 2009.

OCCIDENTAL PETROLEUM CORPORATION

By: /s/ DONALD P. DE BRIER  
Donald P. de Brier  
Executive Vice President, General Counsel and  
Secretary

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Oxy Capital Trust II certifies that it has reasonable grounds to believe that it meets all 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 May 26, 2009.

OXY CAPITAL TRUST II

By: /s/ LINDA S. PETERSON  
Linda S. Peterson, Secretary

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Oxy Capital Trust III certifies that it has reasonable grounds to believe that it meets all 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 May 26, 2009.

OXY CAPITAL TRUST III

By: /s/ LINDA S. PETERSON  
Linda S. Peterson, Secretary