Anderson B Chuck Form 4 May 06, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Stock

(r										
1. Name and Anderson E						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) OCCIDENTAL CHEMICAL CORPORATION, 5005 LBJ FREEWAY			(WiOnin/Day/Tear)					Director 10% Owner _X Officer (give title Other (specify below) President, Occidental Chemical			
DALLAS,	(Street)	Filed(Month/Day/Year) A					5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting				
DALLAS,	1A /3244						P	erson			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature o Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock	05/05/2008			Code V M	Amount 28,576	(D)	Price \$ 15.565		D		
Common Stock	05/05/2008			S	28,576	D	\$ 85.8673	40,211	D		
Common Stock	05/05/2008			M	20,000	A	\$ 24.66	60,211	D		
Common Stock	05/05/2008			D	20,000	D	\$ 86.34	40,211	D		

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Common 05/05/2008 S 16,234 D 85.7413 23,977 D Stock

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

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(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. Transac Code (Instr. 8	3)	5. Number of orDerivative 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee stock option (right to buy)	\$ 15.565	05/05/2008		M			28,576	<u>(3)</u>	07/16/2013	Common Stock	28,570
Stock appreciation right	\$ 24.66	05/05/2008		M			20,000	<u>(4)</u>	07/14/2014	Common Stock	20,000

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Anderson B Chuck OCCIDENTAL CHEMICAL CORPORATION 5005 LBJ FREEWAY DALLAS, TX 75244

President, Occidental Chemical

Signatures

/s/ CHRISTEL H. PAULI, ATTORNEY-IN-FACT FOR B. CHUCK 05/06/2008 **ANDERSON**

> **Signature of Reporting Person Date

Reporting Owners 2

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).
 - The price reported is an average sales price. 1,000 shares were sold at \$85.74; 1,200 shares were sold at \$85.75; 100 shares were sold at \$85.76; 1,600 shares were sold at \$85.77; 1,700 shares were sold at \$85.78; 800 shares were sold at \$85.80; 500 shares were sold at \$85.81; 1,800 shares were sold at \$85.82; 800 shares were sold at \$85.83; 2,300 shares were sold at \$85.84; 900 shares were sold at
- (1) \$85.85; 400 shares were sold at \$85.86; 300 shares were sold at \$85.87; 2,500 shares were sold at \$85.88; 500 shares were sold at \$85.90; 1,800 shares were sold at \$85.90; 4,000 shares were sold at \$85.91; 2,300 shares were sold at \$85.92; 900 shares were sold at \$85.93; 500 shares were sold at \$85.94; 100 shares were sold at \$85.96; 600 shares were sold at \$85.98; 1,100 shares were sold at \$86.01; 200 shares were sold at \$86.02; and 676 shares were sold at \$86.03.
- The price reported is an average sales price. 300 shares were sold at \$85.66; 600 shares were sold at \$85.67; 300 shares were sold at \$85.68; 200 shares were sold at \$85.69; 100 shares were sold at \$85.70; 700 shares were sold at \$85.71; 3,500 shares were sold at \$85.73; 100 shares were sold at \$85.74; 3,434 shares were sold at \$85.75; and 7,000 shares were sold at \$85.76.
- (3) The option vested in three equal annual installments beginning on July 16, 2004.
- (4) The stock appreciation right vested in three equal annual installments beginning on July 14, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.