



DIVISION OF  
CORPORATION FINANCE

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

March 14, 2023

Elizabeth A. Ising  
Gibson, Dunn & Crutcher LLP

Re: Occidental Petroleum Corporation (the "Company")  
Incoming letter dated March 9, 2023

Dear Elizabeth A. Ising:

This letter is in response to your correspondence concerning the revised shareholder proposal (the "Revised Proposal") submitted to the Company by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Revised Proposal under Rule 14a-8(e)(2) because the Proponent has not provided sufficient proof of email delivery prior to the deadline for submitting proposals. *See* Staff Legal Bulletin No. 14L (Nov. 3, 2021). Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Revised Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

March 9, 2023

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Occidental Petroleum Corporation*  
*Shareholder Proposal of John Chevedden*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Occidental Petroleum Corporation (the “Company”), intends to omit from its proxy statement and form of proxy for its 2023 Annual Meeting of Shareholders (collectively, the “2023 Proxy Materials”) a shareholder proposal and statements in support thereof (the “Second Proposal”) received from John Chevedden (the “Proponent”). A copy of the Second Proposal is attached to this letter as Exhibit A.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Securities and Exchange Commission (the “Commission”) or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if he elects to submit additional correspondence to the Commission or the Staff with respect to the Second Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

**BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Second Proposal may be excluded from the 2023 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Second Proposal was received by the Company at its principal executive offices after the deadline for submitting shareholder proposals for inclusion in the 2023 Proxy Materials.

Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 2

## BACKGROUND

On October 6, 2022, the Company received from the Proponent a shareholder proposal for the 2023 Proxy Materials (the “First Proposal”). A copy of the First Proposal and related correspondence from the Proponent is attached to this letter as Exhibit B. The First Proposal requested that the Company adopt a policy requiring that two separate people hold the offices of Chairman of the Company’s Board of Directors and Chief Executive Officer. The First Proposal was received by email by Nicole Clark, the Company’s Vice President, Deputy General Counsel and Corporate Secretary, and Norma Valadez, the Legal Coordinator for the Company’s Corporate Secretary Office, as well as a former assistant general counsel of the Company. *See* Exhibit B.

The Proponent’s submission contained two procedural deficiencies: (i) it did not provide adequate proof of the Proponent’s ownership of the requisite number of Company shares as required under Rule 14a-8(b); and (ii) it did not include a statement of the availability to meet with the Company as required under Rule 14a-8(b)(1)(iii).

The Company reviewed its stock records, which did not indicate that the Proponent was the record owner of any shares of Company securities. Accordingly, on behalf of the Company, we sent the Proponent a letter dated October 14, 2022 notifying the Proponent of the procedural deficiencies as required by Rule 14a-8(f) (the “Deficiency Notice”). In the Deficiency Notice, attached to this letter as Exhibit C, the Company informed the Proponent of the requirements of Rule 14a-8 and how the Proponent could cure the procedural deficiencies identified. The Deficiency Notice contained Ms. Clark’s contact information, including her email address, which the Proponent had already used to submit the First Proposal.

On October 14, 2022, the Proponent responded to the Deficiency Notice by email to Ms. Clark and Ms. Valadez, as well as a former assistant general counsel of the Company. In his email, the Proponent provided times during which he would be available to discuss the First Proposal. *See* Exhibit D. On October 19, 2022, Ms. Clark and the Proponent had a telephone conference to discuss the First Proposal. Subsequently, on October 20, 2022, the Proponent provided the requisite proof of his stock ownership in accordance with Rule 14a-8(b) by email to Ms. Clark and Ms. Valadez. *See* Exhibit E.

On January 26, 2023, Ms. Clark emailed the Proponent to follow up on their October 2022 conversation and to request that the Proponent consider withdrawing the First Proposal. *See* Exhibit F. In his email response sent to Ms. Clark on January 26, 2023, the Proponent first raised the suggestion that he had submitted a revised proposal, stating “Perhaps my November 25, 2022 proposal revision was overlooked.” However, the Proponent did not include the purported proposal revision or any evidence that he had in fact submitted a revised proposal. *See* Exhibit G. The Company has no record of receiving any correspondence from the Proponent

Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 3

following his October 20, 2022 email and before the Proponent's response on January 26, 2023. Accordingly, on January 26, 2023, Ms. Clark responded to the Proponent to request that he forward the email he purportedly sent on November 25, 2022. *See Exhibit H.* On January 28, 2023, the Proponent responded to Ms. Clark via email that contained no text with a screenshot attached that purported to show an email sent to Ms. Valadez on November 25, 2022. *See Exhibit I.* The screenshot did not show Ms. Valadez's email address nor did it show the contents of the revised proposal. Moreover, unlike his prior email correspondence with the Company, including his correspondence with Ms. Clark in October 2022, the screenshot showed only Ms. Valadez as the alleged recipient.

Upon receipt of the Proponent's January 28, 2023 email, the Company promptly began to research whether Ms. Valadez had in fact received any email correspondence from the Proponent. The Company searched Ms. Valadez's email archives during the relevant time period, which showed that no emails were received by Ms. Valadez from [REDACTED] <sup>PII</sup> which is the email address used by the Proponent in all of his email correspondence with the Company referenced above.

Following completion of the search, Ms. Clark emailed the Proponent to inform him that the Company had not received any email correspondence from the Proponent in November 2022 and again requested that he forward the actual email. *See Exhibit J.* On January 30, 2023, the Proponent responded to Ms. Clark's email, stating "If I forward the message it will discourage you from finding it." *See Exhibit K.* In light of his refusal to provide the Company with the purported revisions to the First Proposal or any evidence demonstrating that he had in fact submitted a revised proposal to the Company prior to the deadline for submitting shareholder proposal for inclusion in the 2023 Proxy Materials,<sup>1</sup> Ms. Clark responded to the Proponent on January 31, 2023 and explained that the Company intended to include the First Proposal in the 2023 Proxy Materials. *See Exhibit L.*

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<sup>1</sup> On March 25, 2022, the Company filed with the Commission, and commenced distribution to its shareholders of, a proxy statement (the "2022 Proxy Statement") and form of proxy for its 2022 Annual Meeting of Shareholders. As required by Rule 14a-5(e), the Company included in the 2022 Proxy Statement the deadline for receiving shareholder proposals submitted for inclusion in the Company's proxy statement and form of proxy for the Company's next annual meeting, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on page 87 of the 2022 Proxy Statement:

Shareholders interested in submitting a proposal for inclusion in the proxy statement and proxy card relating to the 2023 Annual Meeting of Shareholders may do so by following the procedures in Rule 14a-8 under the Exchange Act. To be eligible for inclusion, shareholder proposals must be addressed to Occidental's Corporate Secretary at Occidental Petroleum Corporation, 5 Greenway Plaza, Suite 110, Houston, Texas 77046, and be received no later than the close of business (5:00 p.m. Central Time) on November 25, 2022.

Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 4

On February 11, 2023, the Proponent sent an email to Ms. Valadez, without copying Ms. Clark, asking if the Company intended to “file a no-action request in regard to my revised November 25, 2022 rule 14a-8 proposal.” See Exhibit M. Ms. Valadez forwarded the Proponent’s email to Ms. Clark, who responded to the Proponent again to explain that the Company intended to include the First Proposal in the 2023 Proxy Materials. See Exhibit N.

On March 7, 2023, 102 days after the Company’s shareholder proposal deadline as set forth in the 2022 Proxy Statement, the Proponent sent an email to the Commission’s Office of Chief Counsel that included the Second Proposal as an attachment. Despite the clear instructions in the 2022 Proxy Statement that shareholder proposals must be addressed to the Company’s Corporate Secretary, the Proponent copied only Ms. Valadez, not Ms. Clark, on his purported email. See Exhibit O. The Proponent’s March 7, 2023 email to the Staff was the first time that the Company received the Second Proposal. Although the Proponent has characterized the Second Proposal as a “revision” of the First Proposal, the First Proposal and the Second Proposal concern entirely differently topics.

## ANALYSIS

### **I. The Second Proposal May Be Excluded From The 2023 Proxy Materials Pursuant To Rule 14a-8(e)(2) Because The Second Proposal Was Received By The Company At Its Principal Executive Offices After The Deadline For Submitting Shareholder Proposals For Inclusion In The 2023 Proxy Materials**

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Ordinarily, a company may exclude a proposal on this basis only after it has timely notified the proponent of an eligibility or procedural problem and the proponent has timely failed to adequately correct the problem. However, as per Rule 14a-8(f)(1), a company “need not provide [the proponent] such notice of a deficiency if the deficiency cannot be remedied, *such as if [the proponent] fail[s] to submit a proposal by the company’s properly determined deadline*” (emphasis added).

One of the eligibility or procedural requirements contained in Rule 14a-8 is the requirement to deliver a proposal by the applicable deadline. If a proponent is submitting a proposal “for the company’s annual meeting, [the proponent] can in most cases find the deadline in [the prior] year’s proxy statement.” See Rule 14a-8(e)(1). Under Rule 14a-8(e)(2):

The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company’s principal executive offices not less than 120 calendar days before the

Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 5

date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting.<sup>2</sup>

SLB 14, Section C.3.b indicates that, to calculate the deadline, a company should “[i] start with the release date disclosed in the previous year’s proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days.” Consistent with this guidance, to calculate the deadline for receiving shareholder proposals submitted for the Company’s 2023 Annual Meeting of Shareholders, the Company (i) started with the release date of its 2022 Proxy Statement (*i.e.*, March 25, 2022), (ii) increased the year by one (*i.e.*, March 25, 2023), and (iii) counted back 120 calendar days. As per SLB 14, Section C.3.b, “day one” for purposes of this calculation was March 24, 2023, resulting in a deadline for receiving shareholder proposals submitted for inclusion in the Company’s 2023 Proxy Materials of November 25, 2022, as disclosed on page 87 of the 2022 Proxy Statement.

The Staff strictly construes the deadline for shareholder proposals under Rule 14a-8, permitting companies to exclude from proxy materials those proposals received at companies’ principal executive offices after the deadline. *See, e.g., Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *DTE Energy Co. (Moore)* (avail. Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); *Dean Foods Co.* (avail. Jan. 27, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (same).

Here, the Company properly disclosed in its 2022 Proxy Statement the deadline of November 25, 2022 for receipt of shareholder proposals for its 2023 Annual Meeting of Shareholders. However, as noted above and as shown in Exhibit O to this letter, the Company did not receive the Second Proposal at its principal executive offices until March 7, 2023, 102 days after the Company’s properly calculated and noticed deadline for shareholder proposals for inclusion in the 2023 Proxy Materials.

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<sup>2</sup> Also under Rule 14a-8(e)(2), “if the company did not hold an annual meeting the previous year, or if the date of this year’s annual meeting has been changed by more than 30 days from the date of the previous year’s meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.” This portion of Rule 14a-8(e)(2) is not applicable here because the Company’s 2022 Annual Meeting of Shareholders was held on May 6, 2022, and the Company’s 2023 Annual Meeting of Shareholders will be held within 30 days of the anniversary of that date.



Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 6

Prior to March 7, 2023, the Company had not received the Second Proposal and was only made aware of purported revisions to the First Proposal on January 26, 2023. See Exhibit G. In the course of communications between the Company and the Proponent with respect to the First Proposal, the Proponent emailed three Company employees, including Ms. Clark and Ms. Valadez. In each case, the Proponent used a valid email address, evidencing that the Proponent had means to communicate with the Company by email. In addition, the Proponent made no attempt in any manner to confirm the Company's receipt of the purported revisions to the First Proposal.

Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L") reiterates the guidance of Rule 14a-8(e)(1) that "shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery" and provides that "where a dispute arises regarding a proposal's timely delivery, shareholder proponents risk exclusion of their proposals if they do not receive a confirmation of receipt from the company in order to prove timely delivery with email submissions." Thus, the burden is on shareholder proponents to submit their proposals by means that permit them to prove the date of delivery, and SLB 14L indicates that when submitting proposals via email shareholder proponents should confirm receipt of the email containing the proposal at the time it is submitted.

The Staff has repeatedly held that proposals submitted by email must be actually received at the company's principal executive offices in order for the proposal to be validly delivered. In *Charles River Laboratories International, Inc.* (avail. Mar. 17, 2021), the Staff concurred with the exclusion of a proposal under Rule 14a-8(e)(2) that originally was sent prior to the submission deadline by email to both an email address that did not exist and to an email address provided to shareholders explicitly to communicate with the company's lead independent director. In that case, the company determined that the proponent's email was designated as potentially malicious and thus was quarantined as potential SPAM for 30 days before it was permanently deleted without having been received by anyone at the company's principal executive offices. Similarly, in *Teladoc Health, Inc.* (avail. Mar. 20, 2020), the Staff concurred with the exclusion of a proposal where the company did not receive an email from the proponent, which the company believed to have not been delivered due to being blocked by the email security vendor as a potentially malicious email. Like the Company, Teladoc Health did not receive any indication that the proponent had sent a shareholder proposal until after the deadline for submission had passed. See also *Sprint Corp.* (avail. Aug. 1, 2018) (concurring with exclusion where the proponent submitted a proposal via email to a company employee who no longer worked for the company and to an employee who was not an attorney) and *Alcoa, Inc.* (avail. Jan. 12, 2009) (concurring with exclusion where the proponent submitted a proposal by email to the company's investor relations department and by facsimile to a number that was not in the company's principal executive offices).

Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 7

Even where a proposal was submitted to a company prior to the applicable deadline, but the company did not actually learn about the proposal until after the deadline, the Staff has concurred with the exclusion of such proposals as untimely. In *Discover Financial Services* (avail. Mar. 20, 2020), the company received by certified mail a letter confirming the proponent's ownership of shares in the company 54 days after the company's shareholder proposal deadline. The letter was the first indication to the company that the proponent had attempted to submit a stockholder proposal. After an investigation, Discover Financial learned that the proponent had submitted a proposal via email prior to the company's shareholder proposal deadline, but the email never reached the correct department due to the proponent's error. Similarly, in *Ellie Mae, Inc.* (avail. Mar. 12, 2015), the company received a proof of ownership letter from the proponent 27 days after the deadline for submission of shareholder proposals, which was the first notice it received that a shareholder attempted to submit a proposal that had been erroneously sent to a former employee's email address. In both cases, the Staff concluded that the companies had not received the proposals before the deadline for shareholder proposals and permitted exclusion of such proposals as untimely under Rule 14a-8(e)(2).

Here, no one at the Company's principal executive offices, including Ms. Clark and Ms. Valadez who received email correspondence from the Proponent regarding the First Proposal, received the Second Proposal until well after the November 25, 2022 deadline for shareholder proposals for inclusion in the 2023 Proxy Materials. The Proponent's March 7, 2023 email to the Commission containing the Second Proposal does not contain any evidence the Second Proposal had actually been submitted previously to the Company, and the Proponent made no attempt to confirm the Company's receipt of the Second Proposal. Moreover, the Company only learned of the possible existence of the Second Proposal on January 26, 2023, when, in response to the Company's request that he consider withdrawing the First Proposal, he first claimed to have submitted revisions to the First Proposal. The Proponent then repeatedly refused to provide the Company with such revisions or any evidence that he had in fact submitted them, and did not produce the purported revisions until 40 days later, when he sent the Second Proposal to the Commission on March 7, 2023.

Accordingly, and consistent with the foregoing precedent, the Second Proposal is excludable because it was not received by the Company within the time frame required under Rule 14a-8(e)(2).

## **II. Waiver Of The 80-Day Requirement In Rule 14a-8(j)(1) Is Appropriate**

The Company further requests that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company "intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the



Office of Chief Counsel  
Division of Corporation Finance  
March 9, 2023  
Page 8

Commission.” However, Rule 14a-8(j)(1) allows the Staff to waive the deadline if a company can show “good cause.” The Company did not receive the Second Proposal until March 7, 2023, which is less than 80 days before the Company intends to file its 2023 Proxy Materials. Moreover, the Company promptly submitted this no-action request after receiving the Second Proposal. Accordingly, we believe that the Company has “good cause” for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

## CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Second Proposal from its 2023 Proxy Materials pursuant to Rule 14a-8. Please note that in order to timely file the 2023 Proxy Materials, the Company must provide sign-off on certain of the 2023 Proxy Materials no later than **March 14, 2023**.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287, Nicole E. Clark, the Company’s Vice President, Deputy General Counsel and Corporate Secretary, at (713) 215-7550 or Brittany A. Smith, the Company’s Managing Counsel and Assistant Corporate Secretary, at (713) 871-6448.

Sincerely,

Elizabeth A. Ising

Enclosures

cc: Nicole E. Clark, Occidental Petroleum Corporation  
Brittany A. Smith, Occidental Petroleum Corporation  
John Chevedden

**EXHIBIT A**

**From:** John Chevedden <[REDACTED]>  
**Sent:** Tuesday, March 7, 2023 8:50 AM  
**To:** Office of Chief Counsel <[shareholderproposals@SEC.GOV](mailto:shareholderproposals@SEC.GOV)>  
**Cc:** Valadez, Norma <[REDACTED]>  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY) REVISED

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

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Ladies and Gentlemen,  
Attached is the rule 14a-8 proposal I submitted to Occidental  
Petroleum Corporation (OXY) on November 25, 2022.  
I did not withdraw this proposal.

OXY said they will not publish it.  
John Chevedden

Begin forwarded message:

**From:** John Chevedden <[REDACTED]>  
**Subject:** Rule 14a-8 Proposal (OXY) REVISED  
**Date:** November 25, 2022 at 11:39:43 AM PST  
**To:** "Valadez, Norma" <[REDACTED]>

Rule 14a-8 Proposal (OXY)      REVISED

Dear Ms. Valadez,  
Please see the attached rule 14a-8 proposal.  
John Chevedden



Ms. Nicole E. Clark  
Corporate Secretary  
Occidental Petroleum Corporation (OXY)  
5 Greenway Plaza  
Suite 110  
Houston, TX 77046  
PH: 713-215-7000  
FX: 713-215-7095  
FX: 713-985-8736

Revised November 25, 2022

Dear Ms. Clark,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold through the date of the Company's 2023 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Sincerely,

  
John Chevedden

  
Date

cc: Norma Valadez  
Jenarae Garland

**4 – Recover Unearned Management Bonuses**

RESOLVED, that shareholders request the Compensation Committee of our Board of Directors to adopt an incentive pay recoupment policy to provide that the Committee will (a) review, and determine whether to seek recoupment of incentive compensation paid, granted or awarded to a senior executive if, in the Committee’s judgment, (i) there has been misconduct resulting in a violation of law or company policy, that causes significant financial or reputational harm to the company and (ii) the senior executive either committed the misconduct or failed in his or her responsibility to report or manage or monitor conduct or risks; and (b) disclosure to shareholders the circumstances of any recoupment, and of any Committee decision not to pursue recoupment in instances that meet criteria (i) and (ii). The Policy should mandate that the above recoupment provisions be included in all future incentive plans and award agreements and that the policy be posted on the company website.

Recoupment includes (a) recovery of compensation already paid and (b) forfeiture, recapture, reduction or cancellation of amounts awarded or granted to an executive over which the company retains control. The Policy should be fully adopted soon but could operate prospectively, so as not to affect any compensation paid, awarded or granted before it takes effect.

Former General Electric General Counsel Ben Heineman said that recoupment policies with business-related misconduct triggers are “a powerful mechanism for holding senior leadership accountable to the fundamental mission of the corporation: proper risk taking balanced with proper risk management and the robust fusion of high performance with high integrity.”

Please vote yes:

**Recover Unearned Management Bonuses – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]



Notes:

**Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s 2023 Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email [REDACTED].

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).  
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.



FOR

***Shareholder  
Rights***



**EXHIBIT B**

**From:** John Chevedden [REDACTED]  
**Sent:** Thursday, October 6, 2022 9:08 PM  
**To:** Clark, Nicole [REDACTED]; Valadez, Norma [REDACTED];  
Garland, Jenarae N [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS, particularly with links and attachments.**

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Dear Ms. Clark,  
Please see the attached rule 14a-8 proposal.  
John Chevedden



Ms. Nicole E. Clark  
Corporate Secretary  
Occidental Petroleum Corporation (OXY)  
5 Greenway Plaza  
Suite 110  
Houston, TX 77046  
PH: 713-215-7000  
FX: 713-215-7095  
FX: 713-985-8736

Dear Ms. Clark,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold through the date of the Company's 2023 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.



This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Sincerely,

  
John Chevedden

  
Date

cc: Norma Valadez   
Jenarae Garland 

[OXY – Rule 14a-8 Proposal, October 6, 2022]  
[This line and any line above it – *Not* for publication.]

**Proposal 4 – Independent Board Chairman**

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis.

The Chairman shall not be a former employee of the company.

This policy could be phased in when there is a leadership transition.

The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent of the CEO and our company. The job of the CEO is to manage the company. The job of the Chairman is to oversee the CEO and management.

Please vote yes:

**Independent Board Chairman – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

"Proposal 4" stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

This proposal is not intended to be more than 500 words. Should it exceed 500 words then the words that exceed 500 words would be taken out of the proposal starting with the last sentence of the proposal and moving upwards as needed to omit full sentences.



FOR

*Shareholder  
Rights*



JOHN R CHEVEDDEN

October 6, 2022



To Whom It May Concern:

Thank you for contacting Fidelity Investments. This letter is in response to a recent request from our client, John R. Chevedden, to provide account verification for his Fidelity accounts. I appreciate the opportunity to assist you.

Please accept this letter as confirmation that as of the market close on October 5, 2022, Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since September 1, 2019:

Security:	Symbol:	Share Quantity:
AECOM	ACM	[REDACTED]
Archer-Daniels-Midland Company	ADM	[REDACTED]
AMN Healthcare Services, Inc.	AMN	[REDACTED]
CF Industries Holdings, Inc.	CF	[REDACTED]
Capital One Financial Corporation	COF	[REDACTED]
Duke Energy Corporation	DUK	[REDACTED]
Ecolab Inc.	ECL	[REDACTED]
Eastman Chemical Company	EMN	[REDACTED]
General Dynamics Corporation	GD	[REDACTED]
Huntington Ingalls Industries, Inc.	HII	[REDACTED]
Occidental Petroleum Corporation	OXY	[REDACTED]

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary. The DTC clearinghouse number for Fidelity is 0266.





Each of these stock holdings supports a rule 14a-8 shareholder proposal for the respective annual shareholder meeting proxy. These stock holdings do not need to be linked to a specific Fidelity account.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding the account, please contact Mr. Chevedden directly. They may follow up with us directly if necessary. If you have any questions regarding Fidelity Investments' products and services please call us at 800-544-6666 for assistance.

Sincerely,

A handwritten signature in cursive script that reads "Lex Morris".

Lex Morris  
Operations Specialist

Our File: W633228-05OCT22

**EXHIBIT C**

October 14, 2022

**VIA OVERNIGHT MAIL AND EMAIL**

John Chevedden



Dear Mr. Chevedden:

I am writing on behalf of Occidental Petroleum Corporation (the “**Company**”), which received on October 6, 2022, your shareholder proposal entitled “Independent Board Chairman” that you submitted on October 6, 2022 (the “**Submission Date**”) pursuant to Securities and Exchange Commission (“**SEC**”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2023 Annual Meeting of Shareholders (the “**Proposal**”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), provides that a shareholder proponent must submit sufficient proof of its continuous ownership of company shares. Thus, with respect to the Proposal, Rule 14a-8 requires that, for proposals submitted to a company for an annual or special meeting after January 1, 2023, you demonstrate that you continuously owned at least:

- (1) \$2,000 in market value of the Company’s shares entitled to vote on the Proposal for at least three years preceding and including the Submission Date;
- (2) \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date; or
- (3) \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each an “**Ownership Requirement**,” and collectively, the “**Ownership Requirements**”).

The Company’s stock records do not indicate that you are the record owner of sufficient shares to satisfy any of the Ownership Requirements. In addition, to date we have not received adequate proof that you have satisfied any of the Ownership Requirements. The October 6, 2022 letter from Fidelity Investments you provided is insufficient because it verifies ownership between September 1, 2019 and October 5, 2022 rather than for any of the full time periods set forth in any of the Ownership Requirements above with respect to the Submission Date (which was October 6, 2022).

To remedy this defect, you must obtain a new proof of ownership letter verifying that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of either:

Mr. John Chevedden  
October 14, 2022  
Page 2

- (1) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; or
- (2) if you were required to and have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements above, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC’s participant list, which is available at <https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held Company shares satisfying at least

Mr. John Chevedden  
October 14, 2022  
Page 3

one of the Ownership Requirements above: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

In addition, Rule 14a-8(b)(1)(iii) of the Exchange Act requires a shareholder to provide the company with a written statement that it is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal, including the shareholder's contact information and the business days and specific times during the company's regular business hours that such shareholder is available to discuss the proposal with the company. We note that you have not provided such a statement to the Company. Accordingly, to remedy this defect, you must provide such a statement to the Company and include your contact information as well as business days and specific times between 10 and 30 days after the Submission Date that you are available to discuss the Proposal with the Company. As explained in Rule 14a-8(b), you must also identify times that are within the regular business hours of the Company's principal executive office (*i.e.*, between 9:00 a.m. and 5:00 p.m. CST).

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to Nicole E. Clark, the Company's Vice President, Deputy General Counsel and Corporate Secretary, at 5 Greenway Plaza, Suite 110, Houston, TX 77046. Alternatively, you may transmit any response by email to her at [REDACTED].

If you have any questions with respect to the foregoing, please contact me at 202-955-8287. For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14L.

Sincerely,



Elizabeth A. Ising

Enclosures

**EXHIBIT D**



**From:** John Chevedden [REDACTED]  
**Sent:** Friday, October 14, 2022 9:57:54 PM  
**To:** Clark, Nicole [REDACTED]; Valadez, Norma [REDACTED]; Garland, Jenarae N [REDACTED]  
**Subject:** [EXTERNAL] (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS, particularly with links and attachments.**

---

Available for an off the record telephone meeting with one company employee:  
Oct 18 noon PT  
Oct 19 noon PT

Please provide the name of the company employee.  
I have no need for a meeting.

John Chevedden  
[REDACTED]

**EXHIBIT E**

**From:** John Chevedden [REDACTED]

**Sent:** Thursday, October 20, 2022 1:12 PM

**To:** Clark, Nicole [REDACTED]; Valadez, Norma [REDACTED]

**Subject:** [EXTERNAL] Rule 14a-8 Broker Letter (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

Rule 14a-8 Broker Letter (OXY)



JOHN R CHEVEDDEN

October 19, 2022



To Whom It May Concern:

Thank you for contacting Fidelity Investments. This letter is in response to a recent request from our client, John R. Chevedden, to provide account verification for his Fidelity accounts. I appreciate the opportunity to assist you.

Please accept this letter as confirmation that as of the market close on October 18, 2022, Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since September 1, 2019:

Security	Symbol:	Share Quantity:
AECOM	ACM	
Archer-Daniels-Midland Company	ADM	
AMN Healthcare Services, Inc.	AMN	
CF Industries Holdings, Inc.	CF	
Capital One Financial Corporation	COF	
Duke Energy Corporation	DUK	
Ecolab Inc.	ECL	
Eastman Chemical Company	EMN	
General Dynamics Corporation	GD	
Huntington Ingalls Industries, Inc.	HII	
Occidental Petroleum Corporation	OXY	

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary. The DTC clearinghouse number for Fidelity is 0266.

Each of these stock holdings supports a rule 14a-8 shareholder proposal for the respective annual shareholder meeting proxy. These stock holdings do not need to be linked to a specific Fidelity account.

*(continued)*

Personal Investing

P.O. Box 770001  
Cincinnati, OH 45277-0045



I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding the account, please contact Mr. Chevedden directly. They may follow up with us directly if necessary. If you have any questions regarding Fidelity Investments' products and services please call us at 800-544-6666 for assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Lisa Reckner".

Lisa Reckner  
Operations Specialist

Our File: W200770-19OCT22

**EXHIBIT F**



**From:** Clark, Nicole [REDACTED]  
**Sent:** Thursday, January 26, 2023 11:00 AM  
**To:** John Chevedden [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** RE: Rule 14a-8 Proposal (OXY)

Mr. Chevedden,

I'm writing to follow-up on our call from October and to see if you have any questions. For ease of reference, I've excerpted below the portions of our by-laws and corporate governance policies that we previously discussed. As you can see, we are already among the minority of US public companies whose bylaws require our Chair to be an independent director, and this Independent Chair role is currently held by Jack Moore (former CEO of Cameron International). We ask that you consider withdrawing your proposal given the totality of the information provided.

Thanks,  
Nicole Clark

1. Occidental's Amended and Restated By-laws ([Link](#))
  - a. Section 13 of Article III of the By-laws states that the Board shall annually elect one of its Independent Directors (as defined in the company's Corporate Governance Policies) to be Chairman of the Board.

**SECTION 13. *Chairman of the Board of Directors.* The Board of Directors shall annually elect one of its Independent Directors (as defined in the Corporation's Corporate Governance Policies adopted from time to time) to be Chairman of the Board of Directors. The Chairman shall preside at all meetings of the stockholders and of the Board of Directors. The Chairman of the Board of Directors shall also perform such other duties and exercise such other powers as from time to time may be assigned to him by these By-laws or by the Board of Directors. During the absence or disability of the Chairman of the Board of Directors for any reason, the Vice Chairman of the Board of Directors shall exercise the powers and discharge the duties of the Chairman. If there is no Vice Chairman, or, if the Vice Chairman is absent or unable to perform such duties, such other Independent Director as the Board of Directors may designate shall exercise the powers and discharge the duties of the Chairman.**

2. Occidental's Corporate Governance Policies ([Link](#))
  - a. As outlined in the company's Corporate Governance Policies, a director must be affirmatively determined by the Board, following recommendation by the Governance Committee and after due deliberation, to have no material relationship with the Company other than as a director. In this determination, the Board adheres the NYSE independence tests. As noted on our call, the Board adhered to this process when Steve Chazen was first appointed as Chairman in 2020 and when he was re-elected thereafter. Following Steve's passing late last month, the Board elected Jack Moore as the Independent Chairman of the Board, who previously held the position of Vice Chairman.

## **Independent Director**

To be considered "independent," a director must be affirmatively determined by the Board, after recommendation by the Corporate Governance and Nominating Committee and after due deliberation, to have no material relationship with the Company other than as a director. In making its determination concerning the absence of a material relationship, the Board adheres to all of the specific tests for independence included in the New York Stock Exchange listing standards, as such requirements are interpreted by the Board in its business judgment.

3. Mr. Moore's Bio ([Link](#))



## Jack B. Moore

**Independent Chairman since  
2022**

**Director since 2016; Chair of  
Executive Compensation  
Committee; Member of Corporate  
Governance and Nominating  
Committee**

---

**Current Public Company Directorships:**

**KBR Inc.**

**ProPetro Holding Corp.**

**Former Public Company Directorships**

**(within the last 5 years):**

**Rowan Companies plc**

Mr. Moore most recently served as President and Chief Executive Officer of Cameron International Corporation from April 2008 to October 2015 and served as Chairman of the Board of Cameron from May 2011 until it was acquired by Schlumberger in 2016. Mr. Moore served as Cameron's President and Chief Operating Officer from January 2007 to April 2008. Mr. Moore joined Cameron in 1999 and, prior to that, held various management positions at Baker Hughes, where he was employed for over 20 years. Mr. Moore is a partner at Genesis Investments. He currently serves on the University of Houston Board of Regents and serves in a leadership position with the American Heart Association. Mr. Moore is a graduate of the University of Houston with a B.B.A. degree and attended the Advanced Management Program at Harvard Business School.

---

**From:** Clark, Nicole [REDACTED]

**Sent:** Wednesday, October 19, 2022 4:44 PM

**To:** John Chevedden [REDACTED]

**Cc:** Valadez, Norma [REDACTED]; Smith, Brittany A [REDACTED]

**Subject:** RE: Rule 14a-8 Proposal (OXY)

Mr. Chevedden,

It was nice speaking with you today. As a follow-up to our call, please see links to the materials that we discussed copied below. Once you've had a chance to review the materials, I'm happy to answer any questions you have.

4. Occidental's Amended and Restated By-laws ([Link](#))
5. Occidental's Corporate Governance Policies ([Link](#))
6. Mr. Moore's Bio ([Link](#))



## Jack B. Moore

**Independent Chairman since  
2022**

**Director since 2016; Chair of  
Executive Compensation  
Committee; Member of Corporate  
Governance and Nominating  
Committee**

---

Current Public Company Directorships:

**KBR Inc.**

**ProPetro Holding Corp.**

Former Public Company Directorships

(within the last 5 years):

**Rowan Companies plc**

Mr. Moore most recently served as President and Chief Executive Officer of Cameron International Corporation from April 2008 to October 2015 and served as Chairman of the Board of Cameron from May 2011 until it was acquired by Schlumberger in 2016. Mr. Moore served as Cameron's President and Chief Operating Officer from January 2007 to April 2008. Mr. Moore joined Cameron in 1999 and, prior to that, held various management positions at Baker Hughes, where he was employed for over 20 years. Mr. Moore is a partner at Genesis Investments. He currently serves on the University of Houston Board of Regents and serves in a leadership position with the American Heart Association. Mr. Moore is a graduate of the University of Houston with a B.B.A. degree and attended the Advanced Management Program at Harvard Business School.

Thanks,  
Nicole

***Nicole E. Clark***

Vice President, Deputy General Counsel  
and Corporate Secretary  
Occidental Petroleum Corporation  
5 Greenway Plaza, Suite 110  
Houston, TX 77046



**EXHIBIT G**

**From:** John Chevedden [REDACTED]  
**Sent:** Thursday, January 26, 2023 6:46 PM  
**To:** Clark, Nicole [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS, particularly with links and attachments.**

---

Dear Ms. Clark,  
Perhaps my November 25, 2022 proposal revision was overlooked.

This is the subject heading:  
Rule 14a-8 Proposal (OXY)           REVISED

John Chevedden

**EXHIBIT H**

**From:** Clark, Nicole [REDACTED]  
**Sent:** Thursday, January 26, 2023 7:27 PM  
**To:** John Chevedden [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** Re: [EXTERNAL] Rule 14a-8 Proposal (OXY)

Mr. Chevedden, we did not receive any revision to the proposal. Can you please forward the email that you sent on that date?

---

**From:** John Chevedden [REDACTED]  
**Sent:** Thursday, January 26, 2023 6:46:37 PM  
**To:** Clark, Nicole [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

Dear Ms. Clark,  
Perhaps my November 25, 2022 proposal revision was overlooked.

This is the subject heading:

Rule 14a-8 Proposal (OXY)           REVISED

John Chevedden

**EXHIBIT I**



**From:** John Chevedden [REDACTED]  
**Sent:** Saturday, January 28, 2023 8:31 AM  
**To:** Clark, Nicole [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

John Chevedden #  
Rule 14a-8 Proposal (OXY) REVISÉD  
To: Valadez, Norma

Sent - Earthlink November 25, 2022 at 11:39 AM

Rule 14a-8 Proposal (OXY) REVISÉD

Dear Ms. Valadez,  
Please see the attached rule 14a-8 proposal.  
John Chevedden



Scan2022-11-2  
6\_113762.pdf



**EXHIBIT J**

**From:** Clark, Nicole [REDACTED]  
**Sent:** Sunday, January 29, 2023 12:12 PM  
**To:** John Chevedden [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** RE: [EXTERNAL] Rule 14a-8 Proposal (OXY)

Mr. Chevedden, we did not receive any email from you in November. Can you please forward the actual email you sent, rather a screen shot?

Thanks,  
Nicole Clark

---

**From:** John Chevedden [REDACTED]  
**Sent:** Saturday, January 28, 2023 8:31 AM  
**To:** Clark, Nicole [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

**EXHIBIT K**

**From:** John Chevedden [REDACTED]  
**Sent:** Monday, January 30, 2023 6:37 PM  
**To:** Clark, Nicole [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

Dear Ms. Clark,  
If I forward the message it will discourage you from finding it.  
John Chevedden

**EXHIBIT L**

**From:** Clark, Nicole [REDACTED]  
**Sent:** Tuesday, January 31, 2023 2:33 PM  
**To:** John Chevedden [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]  
**Subject:** RE: [EXTERNAL] Rule 14a-8 Proposal (OXY)

Mr. Chevedden,

We have reviewed our records and have not found any evidence that the email in your screen shot was received at Occidental Petroleum. As you may recall, this has happened before when you emailed us, and it was determined that there was a spelling mistake in the email address that you used. We cannot determine whether that is the case here and we do not know how you revised the proposal because you have only provided the screen shot. We still hope that you will consider withdrawing your proposal based on the information in my January 26, 2023 email. If not, please note that Oxy intends to include the shareholder proposal that you submitted on October 6, 2022 in our 2023 proxy materials.

---

**From:** John Chevedden [REDACTED]  
**Sent:** Monday, January 30, 2023 6:37 PM  
**To:** Clark, Nicole [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

Dear Ms. Clark,  
If I forward the message it will discourage you from finding it.  
John Chevedden



**EXHIBIT M**

**From:** John Chevedden [REDACTED]  
**Sent:** Saturday, February 11, 2023 5:55:06 AM  
**To:** Valadez, Norma [REDACTED]  
**Subject:** [EXTERNAL] (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS, particularly with links and attachments.**

---

Dear Ms. Valadez,  
Will you file a no action request in regard to  
my revised November 25, 2022 rule 14a-8 proposal.  
John Chevedden

**EXHIBIT N**

**From:** Clark, Nicole [REDACTED]  
**Sent:** Tuesday, February 14, 2023 5:00 PM  
**To:** John Chevedden [REDACTED]  
**Cc:** Smith, Brittany A [REDACTED]; Valadez, Norma  
[REDACTED]  
**Subject:** FW: [EXTERNAL] (OXY)

Mr. Chevedden,

Based on our review of our records, we have found no evidence that the company received the email that you purportedly sent on November 25, 2022 or your revised proposal. In addition, despite our requests, you have refused to forward to us such an email as well as the revised proposal.

As noted in Staff Legal Bulletin No. 14L, the burden is on shareholder proponents to submit their proposals by means that permit them to prove the date of delivery, and therefore when submitting proposals via email shareholder proponents should confirm receipt of the email containing the proposal at the time it is submitted. Accordingly, and as previously explained, we intend to include the shareholder proposal that you submitted on October 6, 2022 in our 2023 proxy materials.

***Nicole E. Clark***

Vice President, Deputy General Counsel  
and Corporate Secretary  
Occidental Petroleum Corporation  
5 Greenway Plaza, Suite 110  
Houston, TX 77046  
[REDACTED]  
[REDACTED]

---

**From:** Valadez, Norma [REDACTED]  
**Sent:** Saturday, February 11, 2023 7:00 PM  
**To:** Clark, Nicole [REDACTED]; Smith, Brittany A [REDACTED]  
**Subject:** Fwd: [EXTERNAL] (OXY)

---

**From:** John Chevedden [REDACTED]  
**Sent:** Saturday, February 11, 2023 5:55:06 AM  
**To:** Valadez, Norma [REDACTED]  
**Subject:** [EXTERNAL] (OXY)

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS,  
particularly with links and attachments.**

---

Dear Ms. Valadez,

Will you file a no action request in regard to  
my revised November 25, 2022 rule 14a-8 proposal.

John Chevedden

**EXHIBIT O**

**From:** John Chevedden [REDACTED]  
**Sent:** Tuesday, March 7, 2023 8:50 AM  
**To:** Office of Chief Counsel <[shareholderproposals@SEC.GOV](mailto:shareholderproposals@SEC.GOV)>  
**Cc:** Valadez, Norma [REDACTED]  
**Subject:** [EXTERNAL] Rule 14a-8 Proposal (OXY) REVISED

**WARNING - This message is from an EXTERNAL SENDER - be CAUTIOUS, particularly with links and attachments.**

---

Ladies and Gentlemen,  
Attached is the rule 14a-8 proposal I submitted to Occidental Petroleum Corporation (OXY) on November 25, 2022.  
I did not withdraw this proposal.

OXY said they will not publish it.  
John Chevedden

Begin forwarded message:

**From:** John Chevedden [REDACTED]  
**Subject:** Rule 14a-8 Proposal (OXY) REVISED  
**Date:** November 25, 2022 at 11:39:43 AM PST  
**To:** "Valadez, Norma" [REDACTED]

Rule 14a-8 Proposal (OXY)            REVISED

Dear Ms. Valadez,  
Please see the attached rule 14a-8 proposal.  
John Chevedden



March 13, 2023

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 1 Rule 14a-8 Proposal**  
**Occidental Petroleum Corporation (OXY)**  
**Recover Unearned Management Bonuses**  
**John Chevedden**

Ladies and Gentlemen:

This is a counterpoint to the March 9, 2023 no-action request.

Attached is evidence of forwarding the revised rule 14a-8 proposal to management on November 25, 2022.

The proposal was forwarded to Ms. Norma Valadez at her email address which is the same email address that the October 6, 2022 original text proposal was submitted to.

The November 25, 2022 email message with the revised proposal included the pdf which is identified with "2022-11-25." The 3 pages of the "2022-11-25" pdf include the attached cover letter, the rule 14a-8 proposal and the Notes page.

Management has not suggested how the screen shot of the November 25, 2022 email message could possibly be faked.

I checked my incoming email messages and have not found any OXY email failure message on or about November 25, 2022 like the attached email failure message involving another company.

Management could be tempted to pretend that the November 25, 2022 revision was not received because the revised proposal is expected to receive a higher vote than the original proposal.

Sincerely,

  
John Chevedden

cc: Nicole E. Clark



Ms. Nicole E. Clark  
Corporate Secretary  
Occidental Petroleum Corporation (OXY)  
5 Greenway Plaza  
Suite 110  
Houston, TX 77046  
PH: 713-215-7000  
FX: 713-215-7095  
FX: 713-985-8736

Revised November 25, 2022

Dear Ms. Clark,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.


This proposal is for the next annual shareholder meeting.

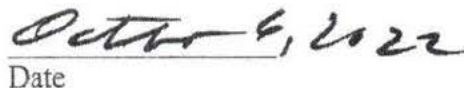
I intend to continue to hold through the date of the Company's 2023 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Sincerely,

  
John Chevedden

  
Date

cc: Norma Valadez <Norma\_Valadez@oxy.com>  
Jenarae Garland <Jenarae\_Garland@oxy.com>

**4 – Recover Unearned Management Bonuses**

RESOLVED, that shareholders request the Compensation Committee of our Board of Directors to adopt an incentive pay recoupment policy to provide that the Committee will (a) review, and determine whether to seek recoupment of incentive compensation paid, granted or awarded to a senior executive if, in the Committee's judgment, (i) there has been misconduct resulting in a violation of law or company policy, that causes significant financial or reputational harm to the company and (ii) the senior executive either committed the misconduct or failed in his or her responsibility to report or manage or monitor conduct or risks; and (b) disclosure to shareholders the circumstances of any recoupment, and of any Committee decision not to pursue recoupment in instances that meet criteria (i) and (ii). The Policy should mandate that the above recoupment provisions be included in all future incentive plans and award agreements and that the policy be posted on the company website.

Recoupment includes (a) recovery of compensation already paid and (b) forfeiture, recapture, reduction or cancellation of amounts awarded or granted to an executive over which the company retains control. The Policy should be fully adopted soon but could operate prospectively, so as not to affect any compensation paid, awarded or granted before it takes effect.

Former General Electric General Counsel Ben Heineman said that recoupment policies with business-related misconduct triggers are “a powerful mechanism for holding senior leadership accountable to the fundamental mission of the corporation: proper risk taking balanced with proper risk management and the robust fusion of high performance with high integrity.”

Please vote yes:

**Recover Unearned Management Bonuses – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

**Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s 2023 Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email PII

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).  
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.



FOR

**Shareholder  
Rights**

From: [redacted]  
To: [redacted]  
Cc: #1 Counterpoint to No Action Request (OXY)  
Date: Monday, October 10, 2022 at 11:31 AM  
Subject: [redacted]

Caution: This email (and any attachments) may contain information that is confidential, proprietary, or otherwise subject to legal protection. If you have received this email in error, please notify the system manager. This message contains confidential information and is intended only for the individual named. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system.

# 1 Counterpoint to No Action Request (OXY)

Ladies and Gentlemen,  
Please see the attached counterpoint to the no action request.

Sincerely,  
John Chevedden

I have included screenshots of one or more email messages with email addresses that can now be viewed by all directly involved – but need not be included in the final publication of this no action request.

