

OCCIDENTAL PETROLEUM CORP /DE/  
Form 8-K  
July 22, 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) July 22, 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 2 Financial Information**

Item 2.02. Results of Operations and Financial Condition

On July 22, 2005, Occidental Petroleum Corporation released information regarding its results of operations for the fiscal period ended June 30, 2005. The exhibits to this Form 8-K and the information set forth in this Item 2.02 are being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. The full text of the press release is attached to this report as Exhibit 99.1. The full text of the speeches given by Dr. Ray R. Irani and Stephen I. Chazen are attached to this report as Exhibit 99.2. Investor Relations Supplemental Schedules are attached to this report as Exhibit 99.3.

## Section 8 Other Events

### Item 8.01. Other Events

On July 22, 2005, Occidental Petroleum Corporation announced net income for the second quarter 2005 of \$1.536 billion (\$3.82 per share), compared with \$581 million (\$1.48 per share) for the second quarter 2004. Included in the second quarter 2005 net income are the benefits of two previously announced transactions - a \$619 million tax benefit related to the resolution of certain IRS tax issues and an \$89 million after-tax gain from the sale of 11 million shares of Lyondell Chemical Company. Core earnings for the second quarter were \$851 million (\$2.12 per share), compared with \$584 million

### Oil and Gas

Oil and gas segment earnings were \$1.325 billion for the second quarter 2005, compared with \$980 million for the second quarter 2004. After adjusting for a \$26 million charge related to a contract settlement, core earnings were \$1.351 billion for the second quarter 2005. The improvement in the second quarter 2005 earnings reflected higher worldwide crude oil and gas prices, partially offset by higher operating and exploration expenses and increased DD&A rates. Exploration expenses were higher primarily as a result of a \$66 million property impairment resulting from an unsuccessful deep gas well at Elk Hills.

### Chemicals

Chemical segment and core earnings were \$225 million for the second quarter 2005, compared with \$92 million for the second quarter 2004. The improvement in the second quarter 2005 results was due to higher margins in chlorine, caustic soda and polyvinyl chloride resulting from higher sales prices, partially offset by higher energy and feedstock costs.

### Other Items

The tax benefit recorded in the second quarter was the result of a closing agreement with the IRS, which resolved certain foreign tax credit issues as part of the IRS audit of tax years 1997-2000. As a result, Occidental reversed tax reserves that were previously established for those foreign tax credit issues. This resolution did not have a significant current cash effect.

After the sale of 11 million shares, Occidental still owns 30.3 million Lyondell shares and warrants to purchase an additional 5 million shares. Occidental accounts for its Lyondell investment on the equity basis.

Six-Months Results

For the first six months of 2005, net income was \$2.382 billion (\$5.94 per share), compared with \$1.068 billion (\$2.72 per share) for the first six months of 2004.

Core earnings were \$1.717 billion for 2005, compared with \$1.060 billion for 2004. See the attached schedule for a reconciliation of net income to core earnings.

Worldwide production for the first six months of 2005 was 560,000 barrels of oil equivalent per day, compared to 571,000 barrels for the first six months of 2004. Horn Mountain's production for the first six months of 2005 was 16,000 barrels of oil equivalent, compared to 26,000 barrels of oil equivalent in 2004, primarily as a result of weather in the Gulf of Mexico and maintenance downtime. Compared to a year ago, production under the company's production-sharing contracts in Oman, Qatar, Yemen and Long Beach was negatively impacted by higher prices. If prices had remained at the six months 2004

levels, production in the first six months of 2005 would have been about 15,000 equivalent barrels per day higher.

Statements in this release that contain words such as "will," "expect" or "estimate," or otherwise relate to the future, are forward-looking and involve risks and uncertainties that could significantly affect expected results. Factors that could cause results to differ materially include, but are not limited to: exploration risks such as drilling of unsuccessful wells, global commodity pricing fluctuations, and supply/demand consideration for oil, gas and chemicals; higher-than-expected costs; and not successfully completing (or any material delay in) any expansion, capital expenditure, acquisition, or disposition. Occidental disclaims any obligation to update any forward-looking statements.

**SUMMARY OF SEGMENT NET SALES AND EARNINGS**

| (\$ millions, except<br>per share amounts)     | Second Quarter  |                 | Six Months      |                 |
|--|-----------------|-----------------|-----------------|-----------------|
|  | 2005            | 2004            | 2005            | 2004            |
| <b>SEGMENT NET SALES</b>                       |                 |                 |                 |                 |
| Oil and Gas                                    | \$ 2,353        | \$ 1,783        | \$ 4,572        | \$ 3,476        |
| Chemical                                       | 1,128           | 911             | 2,189           | 1,745           |
| Other  | 37              | 30              | 60              | 60              |
| Net sales                                      | \$ 3,518        | \$ 2,724        | \$ 6,821        | \$ 5,281        |
| <b>SEGMENT EARNINGS</b>                        |                 |                 |                 |                 |
| Oil and Gas                                    | \$ 1,325        | \$ 980          | \$ 2,674        | \$ 1,895        |
| Chemical                                       | 225             | 92              | 439             | 148             |
|  | 1,550           | 1,072           | 3,113           | 2,043           |
| <b>Unallocated Corporate Items</b>             |                 |                 |                 |                 |
| Interest expense, net (a)                      | (47 )           | (60 )           | (108 )          | (128 )          |
| Income taxes (b)                               | (44 )           | (384 )          | (645 )          | (747 )          |
| Other (c)                                      | 73              | (44 )           | 22              | (95 )           |
| <b>Income from Continuing Operations</b>       | <b>1,532</b>    | <b>584</b>      | <b>2,382</b>    | <b>1,073</b>    |
| Discontinued operations, net                   | 4               | (3 )            | --              | (5 )            |
| <b>NET INCOME</b>                              | <b>\$ 3,518</b> | <b>\$ 2,724</b> | <b>\$ 6,821</b> | <b>\$ 5,281</b> |
| <b>BASIC EARNINGS PER COMMON SHARE</b>         |                 |                 |                 |                 |
| Income from continuing operations              | \$ 3.81         | \$ 1.48         | \$ 5.94         | \$ 2.73         |
| Discontinued operations, net                   | .01             | --              | --              | (.01 )          |
|  | \$ 3.82         | \$ 1.48         | \$ 5.94         | \$ 2.72         |
| <b>DILUTED EARNINGS PER COMMON SHARE</b>       |                 |                 |                 |                 |
| Income from continuing operations              | \$ 3.77         | \$ 1.46         | \$ 5.86         | \$ 2.69         |
| Discontinued operations, net                   | .01             | --              | --              | (.01 )          |
|  | \$ 3.78         | \$ 1.46         | \$ 5.86         | \$ 2.68         |
| <b>AVERAGE BASIC COMMON SHARES OUTSTANDING</b> | <b>401.9</b>    | <b>393.9</b>    | <b>401.2</b>    | <b>392.8</b>    |

See footnotes on following page.





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(a) The second quarter 2005 includes a \$1 million pre-tax interest charge to redeem all the outstanding 4.1-percent medium term notes and the six months 2005 also includes a \$10 million charge to redeem all the outstanding 7.65-percent senior notes. The six months 2004 includes an \$11 million pre-tax interest charge to redeem all the outstanding 8.16-percent Trust Preferred Redeemable Securities.

(b) The second quarter 2005 includes a \$619 million tax benefit resulting from a closing agreement with the U.S. Internal Revenue Service (IRS) resolving certain foreign tax credit issues. The six months 2005 also includes a net \$10 million charge related to a state income tax issue. The six months 2004 includes a \$20 million credit related to a first quarter settlement of an issue with the IRS.

(c) The second quarter 2005 includes a \$140 million pre-tax gain from the sale of 11 million shares of Lyondell Chemical Company, which represented approximately 27 percent of Occidental's investment.

**SUMMARY OF CAPITAL EXPENDITURES AND DD&A EXPENSE**

| (\$ millions)   | Second Quarter |        | Six Months |        |
|---|----------------|--------|------------|--------|
|   | 2005           | 2004   | 2005       | 2004   |
| <b>CAPITAL EXPENDITURES</b>                                       | \$ 518         | \$ 461 | \$ 1,054   | \$ 804 |
| <b>DEPRECIATION, DEPLETION<br/>AND AMORTIZATION<br/>OF ASSETS</b> | \$ 356         | \$ 324 | \$ 700     | \$ 648 |

**SUMMARY OF OPERATING STATISTICS**

|                                 | Second Quarter |      | Six Months |      |
|---------------------------------|----------------|------|------------|------|
|                                 | 2005           | 2004 | 2005       | 2004 |
| <b>NET OIL, GAS AND LIQUIDS</b> |                |      |            |      |
| <b>PRODUCTION PER DAY</b>       |                |      |            |      |
| United States                   |                |      |            |      |
| Crude oil and liquids (MBBL)    |                |      |            |      |
| California                      | <b>75</b>      | 78   | <b>76</b>  | 78   |
| Permian                         | <b>156</b>     | 156  | <b>152</b> | 155  |
| Horn Mountain                   | <b>11</b>      | 23   | <b>14</b>  | 23   |
| Hugoton                         | <b>3</b>       | 3    | <b>3</b>   | 3    |
| Total                           | <b>245</b>     | 260  | <b>245</b> | 259  |
| Natural Gas (MMCF)              |                |      |            |      |
| California                      | <b>240</b>     | 234  | <b>240</b> | 239  |
| Hugoton                         | <b>133</b>     | 132  | <b>131</b> | 129  |
| Permian                         | <b>166</b>     | 132  | <b>156</b> | 136  |
| Horn Mountain                   | <b>9</b>       | 15   | <b>11</b>  | 16   |
| Total                           | <b>548</b>     | 513  | <b>538</b> | 520  |
| Latin America                   |                |      |            |      |
| Crude oil (MBBL)                |                |      |            |      |
| Colombia                        | <b>36</b>      | 39   | <b>34</b>  | 37   |
| Ecuador                         | <b>39</b>      | 47   | <b>41</b>  | 45   |
| Total                           | <b>75</b>      | 86   | <b>75</b>  | 82   |
| Middle East                     |                |      |            |      |
| Crude oil (MBBL)                |                |      |            |      |
| Oman                            | <b>19</b>      | 12   | <b>21</b>  | 12   |

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|  |            |       |            |       |
|--|------------|-------|------------|-------|
| Qatar                                    | <b>43</b>  | 44    | <b>43</b>  | 43    |
| Yemen                                    | <b>28</b>  | 30    | <b>31</b>  | 35    |
|  | -----      | ----- | -----      | ----- |
| Total                                    | <b>90</b>  | 86    | <b>95</b>  | 90    |
|  |            |       |            |       |
| Natural Gas (MMCF)                       |            |       |            |       |
| Oman                                     | <b>61</b>  | 56    | <b>58</b>  | 33    |
|  |            |       |            |       |
| Other Eastern Hemisphere                 |            |       |            |       |
|  |            |       |            |       |
| Crude oil (MBBL)                         |            |       |            |       |
| Pakistan                                 | <b>6</b>   | 8     | <b>6</b>   | 8     |
|  |            |       |            |       |
| Natural Gas (MMCF)                       |            |       |            |       |
| Pakistan                                 | <b>72</b>  | 73    | <b>75</b>  | 74    |
|  |            |       |            |       |
| <b>Barrels of Oil Equivalent (MBOE)</b>  |            |       |            |       |
| Subtotal consolidated subsidiaries       | <b>530</b> | 547   | <b>533</b> | 544   |
| Colombia-minority interest               | <b>(5)</b> | (5)   | <b>(4)</b> | (4)   |
| Russia-Occidental net interest           | <b>28</b>  | 31    | <b>29</b>  | 30    |
| Yemen-Occidental net interest            | <b>2</b>   | 1     | <b>2</b>   | 1     |
|  | -----      | ----- | -----      | ----- |
| <b>Total Worldwide Production (MBOE)</b> | <b>555</b> | 574   | <b>560</b> | 571   |
|  | =====      | ===== | =====      | ===== |

**SIGNIFICANT TRANSACTIONS AND EVENTS AFFECTING EARNINGS**

Occidental's results of operations often include the effects of significant transactions and events affecting earnings that vary widely and unpredictably in nature, timing and amount. Therefore, management uses a measure called "core earnings," which excludes those items. This non-GAAP measure is not meant to disassociate those items from management's performance, but rather is meant to provide useful information to investors interested in comparing Occidental's earnings performance between periods. Reported earnings are considered representative of management's performance over the long term. Core earnings is not considered to be an alternative to operating income in accordance with generally accepted accounting principles.

The following table sets forth the core earnings and significant items affecting earnings for each operating segment and corporate:

| (\$ millions, except<br>per-share amounts) | Second Quarter  |                |        |         |
|--|-----------------|----------------|--------|---------|
|  | 2005            | EPS            | 2004   | EPS     |
| <b>TOTAL REPORTED EARNINGS</b>             | <b>\$ 1,536</b> | <b>\$ 3.82</b> | \$ 581 | \$ 1.48 |
| <b>Oil and Gas</b>                         |                 |                |        |         |
| Segment Earnings                           | \$ 1,325        |                | \$ 980 |         |
| Less: Contract settlement                  | (26)            |                | --     |         |
| Segment Core Earnings                      | 1,351           |                | 980    |         |
| <b>Chemicals</b>                           |                 |                |        |         |
| Segment Earnings                           | 225             |                | 92     |         |
| No significant items<br>affecting earnings | --              |                | --     |         |
| Segment Core Earnings                      | 225             |                | 92     |         |
| <b>Total Segment Core Earnings</b>         | <b>1,576</b>    |                | 1,072  |         |
| <b>Corporate</b>                           |                 |                |        |         |
| Corporate Results -                        |                 |                |        |         |
| Non Segment*                               | (14)            |                | (491)  |         |
| Less:                                      |                 |                |        |         |

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|                                      |               |                |
|--------------------------------------|---------------|----------------|
| Gain on sale of Lyondell shares      | 140           | --             |
| Settlement of federal<br>tax issues  | 619           | --             |
| Debt repurchase expense              | (1)           | --             |
| Tax effect of pre-tax<br>adjustments | (51)          | --             |
| Discontinued operations, net**       | 4             | (3)            |
|                                      | -----         | -----          |
| Corporate Core Results --            |               |                |
| Non Segment                          | (725)         | (488)          |
|                                      | -----         | -----          |
| <b>TOTAL CORE EARNINGS</b>           | <b>\$ 851</b> | <b>\$ 2.12</b> |
|                                      | =====         | =====          |
|                                      |               | \$ 584 \$ 1.49 |

\*Interest expense, income taxes, G&A expense and other, and non-core

items.

\*\*Amount shown after tax.

## SIGNIFICANT TRANSACTIONS AND EVENTS AFFECTING EARNINGS (continued)

| (\$ millions, except<br>per-share amounts) | Six Months      |                |                 |                |
|--|-----------------|----------------|-----------------|----------------|
|  | 2005            | EPS            | 2004            | EPS            |
| <b>TOTAL REPORTED EARNINGS</b>             | <b>\$ 2,382</b> | <b>\$ 5.94</b> | <b>\$ 1,068</b> | <b>\$ 2.72</b> |
| <b>Oil and Gas</b>                         |                 |                |                 |                |
| Segment Earnings                           | \$ 2,674        |                | \$ 1,895        |                |
| Less:                                      |                 |                |                 |                |
| Contract settlement                        | (26)            |                | --              |                |
| Segment Core Earnings                      | 2,700           |                | 1,895           |                |
| <b>Chemicals</b>                           |                 |                |                 |                |
| Segment Earnings                           | 439             |                | 148             |                |
| No significant items                       |                 |                |                 |                |
| affecting earnings                         | --              |                | --              |                |
| Segment Core Earnings                      | 439             |                | 148             |                |
| <b>Total Segment Core Earnings</b>         | <b>3,139</b>    |                | <b>2,043</b>    |                |
| <b>Corporate</b>                           |                 |                |                 |                |
| Corporate Results -                        |                 |                |                 |                |
| Non Segment*                               | (731)           |                | (975)           |                |
| Less:                                      |                 |                |                 |                |
| Debt repurchase expense                    | (11)            |                | --              |                |
| Trust preferred                            |                 |                |                 |                |
| redemption charge                          | --              |                | (11)            |                |
| Gain on sale of Lyondell shares            | 140             |                | --              |                |
| State tax issue charge                     | (10)            |                | --              |                |
| Settlement of federal                      |                 |                |                 |                |
| tax issues                                 | 619             |                | 20              |                |
| Tax effect of pre-tax                      |                 |                |                 |                |
| adjustments                                | (47)            |                | 4               |                |
| Discontinued operations, net**             | --              |                | (5)             |                |

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|                            |                 |                |                 |                |
|----------------------------|-----------------|----------------|-----------------|----------------|
| Corporate Core Results --  | -----           | -----          |                 |                |
| Non Segment                | (1,422)         | (983)          |                 |                |
| <b>TOTAL CORE EARNINGS</b> | <b>\$ 1,717</b> | <b>\$ 4.28</b> | <b>\$ 1,060</b> | <b>\$ 2.70</b> |
| =====                      | =====           | =====          | =====           | =====          |

\*Interest expense, income taxes, G&A expense and other, and non-core

items.

\*\*Amount shown after tax.

ITEMS AFFECTING COMPARABILITY OF CORE EARNINGS BETWEEN PERIODS

|                           | Second Quarter |       | Six Months |       |
|---------------------------|----------------|-------|------------|-------|
| (\$ millions)             | 2005           | 2004  | 2005       | 2004  |
| =====                     | =====          | ===== | =====      | ===== |
| PRE-TAX                   |                |       |            |       |
| INCOME / (EXPENSE)        |                |       |            |       |
| <b>Oil &amp; Gas</b>      |                |       |            |       |
| Exploration impairments   | (66)           | (12)  | (85)       | (45)  |
| <b>Corporate</b>          |                |       |            |       |
| Environmental remediation | (10)           | --    | (19)       | --    |



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: July 22, 2005

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

**EXHIBIT INDEX**

- 99.1 Press release dated July 22, 2005.
- 99.2 Full text of speeches given by Dr. Ray R. Irani and Stephen I. Chazen
- 99.3 Investor Relations Supplemental Schedules