

LYONDELL CHEMICAL CO
Form SC 13D/A
November 07, 2006
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Lyondell Chemical Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

552078

(CUSIP Number)

Donald P. de Brier, Esq.
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, California 90024
(310) 208-8800

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 3, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this
Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

- 1 -

CUSIP No. 552078

1. NAME OF REPORTING PERSONS: Occidental Petroleum Corporation
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only): 95-4035997
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP
 - (a)
 - (b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
OO
 5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e))
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
25,307,860
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
25,307,860
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,307,860
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.0%
14. TYPE OF REPORTING PERSON
CO

- 2 -

CUSIP No. 552078

1. NAME OF REPORTING PERSONS: Occidental Petroleum Investment Co.
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only): 95-2584267
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP
(a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
OO
 5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e))
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
25,307,860
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
25,307,860
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,307,860
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.0%
14. TYPE OF REPORTING PERSON
CO

- 3 -

CUSIP No. 552078

1. NAME OF REPORTING PERSONS: Occidental Chemical Holding Corporation
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only): 95-2865897
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP
(a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
OO
 5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e))
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
25,307,860
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
25,307,860
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,307,860
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.0%
14. TYPE OF REPORTING PERSON
CO

- 4 -

AMENDMENT NO. 5 TO SCHEDULE 13D

This Amendment No. 5 (this Amendment) amends the Schedule 13D previously filed by Occidental Petroleum Corporation, a Delaware corporation (Occidental), Occidental Petroleum Investment Co., a California corporation (OPIC), and Occidental Chemical Holding Corporation, a California corporation (OCHC) and, together with Occidental and OPIC, the Reporting Persons, with respect to the Reporting Persons' beneficial ownership in Lyondell Chemical Company (Lyondell). This Amendment is being filed to disclose a change in Item 5 to the previously filed Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is restated as follows:

Other than as set forth in this Schedule 13D, Occidental currently has no plans that relate to, or would result in, any of the actions listed in clauses (a) through (j) of Item 4 of Schedule 13D. However, Occidental regularly reviews and analyzes its investments and other operations, including its investments in Lyondell, in order to determine whether value for Occidental's stockholders is best served by holding those investments, increasing, disposing of, or monetizing those investments, or recapitalizing or otherwise restructuring those investments. With respect to the Lyondell investment, these reviews and analyses depend on a variety of factors, including, without limitation, the price of, and other market conditions relating to, the Lyondell securities, the investment return on the Lyondell securities, Lyondell's business and prospects, other investment and business opportunities available to Occidental, general stock market and economic conditions, tax considerations, and other factors deemed relevant.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended as follows:

(a)-(b) OCHC directly owns 20,307,860 shares of common stock (Common Stock) of Lyondell, representing approximately 8.2% of the issued and outstanding shares of Common Stock, and a warrant to purchase 5,000,000 shares of Common Stock as described in the Schedule 13D filed with the Securities and Exchange Commission on September 3, 2002. If OCHC exercises the warrant and Lyondell elects to deliver the shares of Common Stock instead of cash proceeds, OCHC will directly own 25,307,860 shares of Common Stock, representing approximately 10.0% of the issued and outstanding Common Stock.

As the sole stockholder of OCHC, OPIC may be deemed to be the beneficial owner of, and for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), to have the shared power to vote or direct the vote of and shared power to dispose or direct the disposition of, the 25,307,860 shares of Common Stock (including 5,000,000 shares of Common Stock issuable upon exercise of a warrant) held by OCHC.

As the sole stockholder of OPIC, Occidental may be deemed to be the beneficial owner of, and for purposes of Rule 13d-3 under the Exchange Act to have the shared power to vote or direct the vote of and shared power to dispose or direct the disposition of, the 25,307,860 shares of Common Stock (including 5,000,000 shares of Common Stock issuable upon exercise of a warrant) held by OCHC.

(c) On November 3, 2006, OCHC sold 10,000,000 shares of Common Stock in an underwritten public offering at a price to the public of \$25.50 per share. After deducting underwriting discounts and commissions, OCHC received \$25.05 per share pursuant to an Underwriting Agreement

among OCHC, Lyondell and the Underwriters named therein, a copy of which is filed as an exhibit to this Statement.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1	Agreement Pursuant to Rule 13d-1(k)
Exhibit 2	Underwriting Agreement dated October 30, 2006

- 6 -

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 7, 2006

OCCIDENTAL PETROLEUM
CORPORATION

By: /s/ JIM A. LEONARD

Name: Jim A. Leonard

Title: Vice President, Controller and
Principal Accounting Officer

OCCIDENTAL PETROLEUM
INVESTMENT CO.

By: /s/ JIM A. LEONARD

Name: Jim A. Leonard

Title: President

OCCIDENTAL CHEMICAL HOLDING
CORPORATION

By: /s/ JIM A. LEONARD

Name: Jim A. Leonard

Title: Vice President