

LYONDELL CHEMICAL CO
 Form 4
 February 06, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OCCIDENTAL PETROLEUM CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
LYONDELL CHEMICAL CO [LYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10889 WILSHIRE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2007

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

LOS ANGELES, CA 90024

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/02/2007 | | M | | 5,000,000 | A | \$ 25 | 25,307,860 | I | by Occidental Petroleum Investment Co. and Occidental Chemical Holding |
| Common Stock | 02/02/2007 | | F | | 4,317,790 | D | \$ 28.95 | 20,990,070 | I | by Occidental Petroleum Investment |

Co. and
Occidental
Chemical
Holding

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Warrants | \$ 25 | 02/02/2007 | | M | 5,000,000 | 08/22/2002 08/22/2007 | Common Stock | 5,000,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OCCIDENTAL PETROLEUM CORP /DE/ 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024 | | X | | |
| OCCIDENTAL CHEMICAL HOLDING CORP 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024 | | X | | |
| OCCIDENTAL PETROLEUM INVESTMENT CORP 10889 WILSHIRE BOULEVARD LOS ANGELES, CA 90024 | | X | | |

Signatures

/s/ JIM A. LEONARD, Vice President and Controller of Occidental Petroleum Corporation

02/06/2007

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Owned by Occidental Chemical Holding Corporation, an indirect wholly-owned subsidiary of Occidental Petroleum Corporation

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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