

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Barnes Robert A.</u><br><br>(Last) (First) (Middle)<br><u>9200 OAKDALE AVENUE</u><br><u>SUITE 900</u><br><br>(Street)<br><u>LOS ANGELES CA</u> <u>91311</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>California Resources Corp [ CRC ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/08/2017</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>EVP - Operations</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X Form filed by One Reporting Person<br>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                                                                     | 07/08/2017                           |                                                    | M                              |   | 159                                                               | A <sup>(1)</sup> | \$0 <sup>(1)</sup> | 2,084.424 <sup>(2)</sup>                                                                      | I                                                        | By wife                                               |
| Common Stock                                                                     | 07/08/2017                           |                                                    | D                              |   | 79                                                                | D                | \$7.35             | 2,005.424                                                                                     | I                                                        | By wife                                               |
| Common Stock                                                                     | 07/08/2017                           |                                                    | F                              |   | 30                                                                | D                | \$7.35             | 1,975.424                                                                                     | I                                                        | By wife                                               |
| Common Stock                                                                     |                                      |                                                    |                                |   |                                                                   |                  |                    | 72,829                                                                                        | D                                                        |                                                       |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                                                                                 |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Long-Term Incentive Award (Right to Buy)                                                                                                        | \$0.0 <sup>(1)</sup>                                   | 07/08/2017                           |                                                    | M                              |   |                                                                                        | 159 | 07/08/2017                                               | 07/08/2017      | Common Stock                                                                      | 159                        | \$0 <sup>(1)</sup>                         | 0                                                                                                  | I                                                         | By wife                                                |

Explanation of Responses:

1. Reflects the vesting of one-third of 477 (post-split) long-term incentive units granted to the Reporting Person's wife on July 9, 2014, which were converted in connection with the spin-off of California Resources Corporation (CRC) from Occidental Petroleum Corporation in a manner intended to preserve the pre-spin off value of the units. Each unit was the economic equivalent of one share of CRC's common stock. Half of the award was settled for shares of CRC's common stock and half was settled for cash.

2. Includes 250 shares acquired by the Reporting Person's wife under CRC's Employee Stock Purchase Plan on June 30, 2017.

Remarks:

/s/ Ulrik Damborg, Attorney-in-Fact for Robert A. Barnes  
07/11/2017  
\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* 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).  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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 Number.