

PILCHER GREGORY F
Form 4
January 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
PILCHER GREGORY F

(Last) (First) (Middle)

KERR-MCGEE CENTER, P.O.
BOX 25861

(Street)

OKLAHOMA CITY, OK 73125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KERR MCGEE CORP /DE [KMG]

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

01/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP, Sec. and Gen. Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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)
				(A) or (D)	Price		
Common Stock	01/10/2005		F	991 ⁽¹⁾	D \$ 57.08	25,851	D
Common Stock	01/11/2005		A	9,550 ⁽²⁾	A ⁽²⁾	35,401	D
Common Stock	01/11/2005		F	442 ⁽³⁾	D \$ 56.565	34,959	D
Common Stock						7,191.46	I By Trustee/EDCP
Common Stock						1,756.81	I By Trustee/ESOP

Common Stock 816.4 I By Trustee/SIP

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 56.565	01/11/2005		A	15,650	⁽⁴⁾ 01/11/2015	Common Stock	15,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PILCHER GREGORY F KERR-MCGEE CENTER P.O. BOX 25861 OKLAHOMA CITY, OK 73125			Sr. VP, Sec. and Gen. Counsel	

Signatures

By: Justin P. Byrne Per Attached Power of Attorney 01/12/2005

**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) On January 10, 2005, restrictions on 2,750 shares of restricted stock lapsed. A portion of the shares were exchanged to pay taxes due in connection with the lapsing.
- (2) 9,550 shares of restricted stock. Restrictions will lapse on January 11, 2008.

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- (3) On January 11, 2005, restrictions on 1,334 shares of restricted stock lapsed. A portion of the shares were exchanged to pay taxes due in connection with the lapsing.
- (4) These options will vest one-third each year on January 11 beginning in 2006.

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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