

KERR MCGEE CORP /DE  
Form 4  
February 16, 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)  
**02/16/2005**

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)
				Code	V	Amount or Price			
Common Stock	02/16/2005	02/16/2005	A		1,200	A \$ 64.875	36,159	D	
Common Stock	02/16/2005	02/16/2005	S		1,200	D \$ 70	34,959	D	
Common Stock	02/16/2005	02/16/2005	A		300	A \$ 59.6563	35,259	D	
Common Stock	02/16/2005	02/16/2005	S		300	D \$ 70	34,959	D	
Common Stock	02/16/2005	02/16/2005	A		1,200	A \$ 56.8438	36,159	D	

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Common Stock	02/16/2005	02/16/2005	S	1,200	D	\$ 70	34,959	D	
Common Stock	02/16/2005	02/16/2005	A	14,500	A	\$ 54.16	49,459	D	
Common Stock	02/16/2005	02/16/2005	S	14,500	D	\$ 70	34,959	D	
Common Stock							7,191.46	I	By Trustee/EDCP
Common Stock							1,756.81	I	By Trustee/ESOP
Common Stock							869.98	I	By Trustee/SIP

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 54.16	02/16/2005	02/16/2005	M		14,500		01/08/2005	01/08/2012	Common Stock	14,500
Option (Right to Buy)	\$ 56.8438	02/16/2005	02/16/2005	M		1,200		07/14/2001	07/14/2008	Common Stock	1,200
Option (Right to Buy)	\$ 59.6563	02/16/2005	02/16/2005	M		300		01/13/2001	01/13/2008	Common Stock	300
Option (Right to Buy)	\$ 64.875	02/16/2005	02/16/2005	M		1,200		07/08/2000	07/08/2007	Common Stock	1,200

## 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  
Date: 02/16/2005

\_\_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 February 16, 2005, Mr. Pilcher exercised a stock option for 14,500 shares with a grant price of \$54.16, which resulted in the issuance of 14,500 shares of Kerr-McGee Corporation common stock to Mr. Pilcher. The issuance of stock is reported under Table I together with the subsequent sale of that stock. The market price on the date of exercise was \$70.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(2) On February 16, 2005, Mr. Pilcher exercised a stock option for 1,200 shares with a grant price of \$56.8438, which resulted in the issuance of 1,200 shares of Kerr-McGee Corporation common stock to Mr. Pilcher. The issuance of stock is reported under Table I together with the subsequent sale of that stock. The market price on the date of exercise was \$70.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(3) On February 16, 2005, Mr. Pilcher exercised a stock option for 300 shares with a grant price of \$59.6563, which resulted in the issuance of 300 shares of Kerr-McGee Corporation common stock to Mr. Pilcher. The issuance of stock is reported under Table I together with the subsequent sale of that stock. The market price on the date of exercise was \$70.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(4) On February 16, 2005, Mr. Pilcher exercised a stock option for 1,200 shares with a grant price of \$64.8750, which resulted in the issuance of 1,200 shares of Kerr-McGee Corporation common stock to Mr. Pilcher. The issuance of stock is reported under Table I together with the subsequent sale of that stock. The market price on the date of exercise was \$70.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

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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