CORBETT LUKE R

Form 4

November 23, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * CORBETT LUKE R

2. Issuer Name and Ticker or Trading Symbol

KERR MCGEE CORP /DE [KMG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle) 3. Date of Earliest Transaction

X Director

10% Owner

7. Nature of Indirect Beneficial Ownership (Instr. 4)

KERR-MCGEE CENTER, P.O.

BOX 25861

(Last)

(Month/Day/Year)

11/23/2004

_X__ Officer (give title . _ Other (specify

below) Chairman of the Board and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OKLAHOMA CITY, OK 73125

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Benefi Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/23/2004	11/23/2004	A	50,000	A	\$ 54.5	237,379.67	D	
Common Stock	11/23/2004	11/23/2004	S	10,700	D	\$ 61.48	226,679.67	D	
Common Stock	11/23/2004	11/23/2004	S	200	D	\$ 61.5	226,479.67	D	
Common Stock	11/23/2004	11/23/2004	S	600	D	\$ 61.51	225,879.67	D	
Common Stock	11/23/2004	11/23/2004	S	3,200	D	\$ 61.53	222,679.67	D	

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Common Stock	11/23/2004	11/23/2004	S	4,000	D	\$ 61.54	218,679.67	D	
Common Stock	11/23/2004	11/23/2004	S	13,100	D	\$ 61.55	205,579.67	D	
Common Stock	11/23/2004	11/23/2004	S	600	D	\$ 61.56	204,979.67	D	
Common Stock	11/23/2004	11/23/2004	S	3,800	D	\$ 61.58	201,179.67	D	
Common Stock	11/23/2004	11/23/2004	S	500	D	\$ 61.59	200,679.67	D	
Common Stock	11/23/2004	11/23/2004	S	5,100	D	\$ 61.6	195,579.67	D	
Common Stock	11/23/2004	11/23/2004	S	100	D	\$ 61.61	195,479.67	D	
Common Stock	11/23/2004	11/23/2004	S	2,300	D	\$ 61.64	193,179.67	D	
Common Stock	11/23/2004	11/23/2004	S	5,800	D	\$ 61.65	187,379.67	D	
Common Stock							2,002	I	By Spouse
Common Stock							26,373.64	I	By Trustee/EDCP
Common Stock							4,387.06	I	By Trustee/ESOP
Common Stock							9,919.19	I	By Trustee/SIP

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or 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 o Underlying Securities (Instr. 3 and 4)
			Code V	(A) (D)		Title

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Date Expiration Amount
Exercisable Date or

Number of Shares

Option

(Right to \$54.5 11/23/2004 11/23/2004 M 50,000 05/09/1998 05/09/2005 Common Stock 50,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CORBETT LUKE R KERR-MCGEE CENTER P.O. BOX 25861 OKLAHOMA CITY OK 73125	X		Chairman of the Board and CEO				

Signatures

By: Justin P. Byrne Per Attached Power Of Attorney 11/23/2004

**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).

On November 23, 2004 the Reporting Person exercised a stock option for 50,000 shares with a grant price of \$54.50, which resulted in the issuance of 50,000 shares of Kerr-McGee Corporation common stock to the Reporting Person, which is reported under Table I together with the subsequent sales of that stock, which occurred in several blocks.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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