KERR MCGEE CORP /DE

Form 4 May 04, 2005

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REICHENBERGER JOHN F			2. Issuer Name and Ticker or Trading Symbol KERR MCGEE CORP /DE [KMG]				Issuer	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) KERR-MCGEE CENTER, P. O. BOX 25861			3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005				——————————————————————————————————————	(Check all applicable) Director 10% Owner Officer (give title Other (specify below)				
OKLAHOMA	(Street) CITY, OK 731	125	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Ind Applic _X_ F	VP,Dep Gen Counsel & Asst Secy 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)												
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Exe	2A. Deemed 3. 4. Securities Acqui Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or		(D)	5. Amount of Securities Owners Beneficially Form: Owned Direct (Following or Indirect (I) Transaction(s) (Instr. 4 (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock - By Trustee/SIP								3,692.377	I	By Trustee/SIP		
Common Stock - By Trustee/EDCP								2,692.93	I	By Trustee/EDCP		
Common Stock	05/03/2005			M	1,500	A	\$ 54.0625	10,595	D			
Common Stock	05/03/2005			S	1,500	D	\$ 77.84	9,095	D			

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

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SEC 1474 (9-02)

D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	tr. 8) Acquired					
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
							Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A)	(D)	Zacreisuele	Duic		of Shares
Option (Right to	\$ 54.0625	05/03/2005		M		1.500	07/11/1998	07/11/2005	Common	1,500
Buy)	, - 100-0					,- 00			Stock	,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REICHENBERGER JOHN F KERR-MCGEE CENTER, P. O. BOX 25861 OKLAHOMA CITY, OK 73125

VP,Dep Gen Counsel & Asst Secy

Signatures

By: Justin P. Byrne Per Attached Power of Attorney

**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 May 3, 2005 the Reporting Person exercised a stock option for 1,500 shares with a grant price of \$54.0625 which resulted in the issuance of 1,500 shares of Kerr-McGee Corporation common stock to the Reporting Person, which is reported under Table 1 together with the subsequent sale of that stock. The market price on the date of exercise was \$77.84.

05/04/2005

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.

Reporting Owners 2