

KERR MCGEE CORP /DE  
Form 4  
August 10, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
CROUCH KENNETH W

(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)

08/09/2005

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)  
Executive VP

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 (D) Price			
Common Stock					47,750	D	
Common Stock - By Trustee/EDCP					13,815.01	I	By Trustee/EDCP
Common Stock - By Trustee/SIP					7,946.607	I	By Trustee/SIP
Common Stock	08/09/2005		A	3,000 A \$ 62.125	57,983	D	
	08/09/2005		A	9,000 A \$ 73.5	66,983	D	

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Common Stock								
Common Stock	08/09/2005		A	12,000	A	\$ 42.945	78,983	D
Common Stock	08/09/2005		A	15,833	A	\$ 49.45	94,816	D
Common Stock	08/09/2005		S	3,000	D	\$ 84.8881	91,816	D
Common Stock	08/09/2005		S	9,000	D	\$ 84.8881	82,816	D
Common Stock	08/09/2005		S	12,000	D	\$ 84.8881	70,816	D
Common Stock	08/09/2005		S	15,833	D	\$ 84.8881	54,983	D
Common Stock	08/09/2005		S	7,233	D	\$ 84.8881	47,750	D

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

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SEC 1474  
(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)	\$ 62.125	08/09/2005		M	3,000	07/09/1999 07/09/2006	Common Stock 3,000
Option (Right to Buy)	\$ 73.5	08/09/2005		M	9,000	01/14/2000 01/14/2007	Common Stock 9,000
Option (Right to Buy)	\$ 42.945	08/09/2005		M	12,000	01/14/2005 01/14/2013	Common Stock 12,000

Option (Right to Buy)	\$ 49.45	08/09/2005	M	15,833	01/13/2005	01/13/2014	Common Stock	15,833
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROUCH KENNETH W KERR-MCGEE CENTER, P. O. BOX 25861 OKLAHOMA CITY, OK 73125			Executive VP	

## Signatures

By: Justin P. Byrne Per Attached Power of Attorney 08/10/2005

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 August 9, 2005, the Reporting Person exercised a stock option for 3,000 shares with a grant price of \$62.125, which resulted in the issuance of 3,000 shares of Kerr-McGee Corporation common stock to the Reporting Person. The stock option exercise is reported under Table II, and the issuance and subsequent sale of the stock are reported under Table I. The price at which the stock was sold was \$84.8881.

(2) On August 9, 2005, the Reporting Person exercised a stock option for 9,000 shares with a grant price of \$73.50, which resulted in the issuance of 9,000 shares of Kerr-McGee Corporation common stock to the Reporting Person. The stock option exercise is reported under Table II, and the issuance and subsequent sale of the stock are reported under Table I. The price at which the stock was sold was \$84.8881.

(3) On August 9, 2005, the Reporting Person exercised a stock option for 12,000 shares with a grant price of \$42.945, which resulted in the issuance of 12,000 shares of Kerr-McGee Corporation common stock to the Reporting Person. The stock option exercise is reported under Table II, and the issuance and subsequent sale of the stock are reported under Table I. The price at which the stock was sold was \$84.8881.

(4) On August 9, 2005, the Reporting Person exercised a stock option for 15,833 shares with a grant price of \$49.450, which resulted in the issuance of 15,833 shares of Kerr-McGee Corporation common stock to the Reporting Person. The stock option exercise is reported under Table II, and the issuance and subsequent sale of the stock are reported under Table I. The price at which the stock was sold was \$84.8881.

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.