

KERR MCGEE CORP /DE  
Form 4  
August 10, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

**08/10/2006**

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	(A) or (D)	Price
Common Stock	08/10/2006		D		95,794 <sup>(1)</sup>	D	\$ 70.5
Common Stock - By Trustee/EDCP	08/10/2006		D		28,659.931 <sup>(2)</sup>	D	\$ 70.5
Common Stock - By Trustee/SIP	08/10/2006		D		16,743.84 <sup>(3)</sup>	D	\$ 70.5

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)	\$ 20.7017	08/10/2006		J	24,894	01/14/2006	01/14/2013	Common Stock	24,894
Option (Right to Buy)	\$ 23.8374	08/10/2006		J	65,692	08/10/2006	01/13/2014	Common Stock	65,692
Option (Right to Buy)	\$ 26.1017	08/10/2006		J	17,980	01/08/2005	01/08/2012	Common Stock	17,980
Option (Right to Buy)	\$ 27.2672	08/10/2006		J	90,032	08/10/2006	01/11/2015	Common Stock	90,032
Option (Right to Buy)	\$ 28.7573	08/10/2006		J	20,744	01/13/2001	01/13/2008	Common Stock	20,744
Option (Right to Buy)	\$ 45.3585	08/10/2006		J	55,802	08/10/2006	01/10/2016	Common Stock	55,802

## 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

08/10/2006

\_\_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) The shares of common stock listed in Table I were cancelled at the effective time of the merger (the "Effective Time") contemplated by the Agreement and Plan of Merger, dated as of June 22, 2006, among Anadarko Petroleum Corporation, APC Aquisition Sub, Inc. and Kerr-McGee Corporation (the "Merger Agreement"), and in consideration of such cancellation, the Reporting Person became entitled to receive for each such share of Issuer common stock, the amount of \$70.50.

(2) The shares of common stock listed in Table I were cancelled at the effective time of the merger (the "Effective Time") contemplated by the Agreement and Plan of Merger, dated as of June 22, 2006, among Anadarko Petroleum Corporation, APC Aquisition Sub, Inc. and Kerr-McGee Corporation (the "Merger Agreement"), and in consideration of such cancellation, the Reporting Person became entitled to receive for each such share of Issuer common stock, the amount of \$70.50.

(3) The shares of common stock listed in Table I were cancelled at the effective time of the merger (the "Effective Time") contemplated by the Agreement and Plan of Merger, dated as of June 22, 2006, among Anadarko Petroleum Corporation, APC Aquisition Sub, Inc. and Kerr-McGee Corporation (the "Merger Agreement"), and in consideration of such cancellation, the Reporting Person became entitled to receive for each such share of Issuer common stock, the amount of \$70.50.

(4) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

(5) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

(6) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

(7) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

(8) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

(9) Pursuant to the Merger Agreement, at the Effective Time, each option ceased to represent a right to acquire shares of common stock of the Issuer and was converted to the right to receive cash equal to the difference between (i) the aggregate exercise price of the options and (ii) the number of shares underlying such option multiplied by \$70.50.

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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