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KERR MCGEE CORP /DE
Form S-8 POS
June 06, 2002

As filed with the Securities and Exchange Commission on June 6, 2002.
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8/POS
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KERR-McGEE CORPORATION
(Exact name of Registrant as Specified in its Charter)

Delaware (State of Incorporation)	Kerr-McGee Center Oklahoma City, Oklahoma 73125 (Address of principal executive offices, including Zip Code)	73-1612389 (I.R.S. Employer Identification No.)
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KERR-McGEE CORPORATION
2002 LONG TERM INCENTIVE PLAN
(Full Title of the Plan)

Gregory F. Pilcher
Kerr-McGee Corporation
Kerr-McGee Center
Oklahoma City, Oklahoma 73125
(name and address of agent for service)

(405) 270-1313
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per Share(1)	Proposed maximum aggregate offering price(1)
Common Stock, \$1.00 Par Value Per Share	7,000,000	\$57.28	\$400,960,000

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) based upon the average high and low prices of the Common Stock as reported on the New York Stock Exchange on May 30, 2002.
- (2) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: Proposed maximum aggregate offering price

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multiplied by 0.000092.

(3) The fee has already been paid.

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This Post-Effective Amendment to the Registration Statement on Form S-8 (333-89558) is being filed to correct the date on which the average of the high and low price was used to determine the applicable filing fee and to make corrections to the Registration Statement facing page, Part II, items 5 and 8, the signature page, the exhibit index and the powers of attorney. All previous incorporation by reference and Exhibits as filed as part of the original Form S-8 on May 31, 2002, are hereby incorporated by reference to this amended filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Gregory F. Pilcher, Senior Vice President, General Counsel and Secretary to the Registrant, is issuing the Opinion of Counsel relating to this Registration Statement and owns shares in the Company.

Item 8. Exhibits.

The following exhibits are filed herewith and are incorporated by reference as part of this Registration Statement:

EXHIBIT	DESCRIPTION
4.1	Form of Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-4 filed on June 28, 2001).
4.2	Form of Amended and Restated ByLaws of the Registrant (incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-4 filed on June 28, 2001).
4.3	Rights Agreement, dated as of July 26, 2001, by and between the Registrant and UMB Bank, N.A. (incorporated herein by reference to

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Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on July 27, 2001).

- 4.4 First Amendment to Rights Agreement, dated as of July 30, 2001, by and between the Registrant and UMB Bank, N.A. (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A/A filed on August 1, 2001).
- 4.5 The Kerr McGee Corporation 2002 Long Term Incentive Plan (incorporated herein by reference to Exhibit B to Form DEF 14A filed on March 25, 2002).
- 5.1 Opinion of Gregory F. Pilcher, Senior Vice President, General Counsel and Secretary of the Registrant, as to the legality of the Common Stock being registered.
- 23.1 Consent of Arthur Andersen LLP relating to Kerr-McGee Corporation financial statements.

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- 23.2 Consent of Gregory F. Pilcher, Senior Vice President, General Counsel and Secretary (Contained in Exhibit 5.1).
- 24.1 Power of Attorney of Luke R. Corbett, Chairman of the Board, Chief Executive Officer and Director.
- 24.2 Power of Attorney of Robert M. Wohleber, Senior Vice President, Treasurer and Chief Financial Officer.
- 24.3 Power of Attorney of Gregory F. Pilcher, Senior Vice President, General Counsel and Secretary.
- 24.4 Power of Attorney of John M. Rauh, Vice President, Controller and Chief Accounting Officer.
- 24.5 Power of Attorney of William E. Bradford, Director.
- 24.6 Power of Attorney of Sylvia A. Earle, Director.
- 24.7 Power of Attorney of David C. Genever-Watling, Director.
- 24.8 Power of Attorney of Martin C. Jischke, Director.
- 24.9 Power of Attorney of William C. Morris, Director.

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- 24.10 Power of Attorney of Leroy C. Richie,
Director.
- 24.11 Power of Attorney of Matthew R. Simmons,
Director.
- 24.12 Power of Attorney of Nicholas J. Sutton,
Director.
- 24.13 Power of Attorney of Farah M. Walters,
Director.
- 24.14 Power of Attorney of Ian L. White-Thompson,
Director.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on the 6th day of June, 2002.

KERR-McGEE CORPORATION

By: /s/ Gregory F. Pilcher

Name: Gregory F. Pilcher
Title: Senior Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the date indicated.

Signature

Title

*

Luke R. Corbett

Chairman of the Board, Chief Executive
Officer and Director

*

Robert M. Wohleber

Senior Vice President, Treasurer and Chief
Financial Officer

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/s/ Gregory F. Pilcher

Gregory F. Pilcher

Senior Vice President, General Counsel and
Secretary

*

John M. Rauh

Vice President, Controller and Chief
Accounting Officer

*

William E. Bradford

Director

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Sylvia A. Earle

Director

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David C. Genever-Watling

Director

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Martin C. Jischke

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William C. Morris

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Leroy C. Richie

Director

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Matthew R. Simmons

Director

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Nicholas J. Sutton

Director

*

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----- Director
Farah M. Walters

*
----- Director
Ian L. White-Thomson

By: /s/ Gregory F. Pilcher

*Gregory F. Pilcher
as Attorney-in-Fact

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EXHIBIT INDEX

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