

KERR MCGEE CORP /DE
Form 4
August 03, 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

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 *
REICHENBERGER JOHN F

(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)

08/01/2005

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)
VP,Dep Gen Counsel & Asst Secy

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)
Common Stock - By Trustee/SIP				(A)	3,743.153	I	By Trustee/SIP
Common Stock - By Trustee/EDCP				(A)	2,707.433	I	By Trustee/EDCP
Common Stock	08/01/2005		A	1,200	A \$ 62.125	9,964	D
Common Stock	08/01/2005		A	1,200	A \$ 64.875	11,164	D
	08/01/2005		A	300	A	11,464	D

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Common Stock						\$ 59.6563		
Common Stock	08/01/2005		A	1,200	A	\$ 56.8438	12,664	D
Common Stock	08/01/2005		A	5,750	A	\$ 54.16	18,414	D
Common Stock	08/01/2005		A	1,200	A	\$ 53.9688	19,614	D
Common Stock	08/01/2005		S	1,200	D	\$ 80.25	18,414	D
Common Stock	08/01/2005		S	1,200	D	\$ 80.25	17,214	D
Common Stock	08/01/2005		S	300	D	\$ 80.25	16,914	D
Common Stock	08/01/2005		S	1,200	D	\$ 80.25	15,714	D
Common Stock	08/01/2005		S	5,750	D	\$ 80.25	9,964	D
Common Stock	08/01/2005		S	1,200	D	\$ 80.25	8,764	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)	8. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 62.125	08/01/2005		M	1,200	07/09/1999	07/09/2006	Common Stock	1,200

Option (Right to Buy)	\$ 64.875	08/01/2005	M	1,200	07/08/2000	07/08/2007	Common Stock	1,200
Option (Right to Buy)	\$ 59.6563	08/01/2005	M	300	01/13/2001	01/13/2008	Common Stock	300
Option (Right to Buy)	\$ 56.8438	08/01/2005	M	1,200	07/14/2001	07/14/2008	Common Stock	1,200
Option (Right to Buy)	\$ 54.16	08/01/2005	M	5,750	01/08/2005	01/08/2012	Common Stock	5,750
Option (Right to Buy)	\$ 53.9688	08/01/2005	M	1,200	07/13/2002	07/13/2009	Common Stock	1,200

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 08/03/2005

__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 1, 2005, the Reporting Person exercised a stock option for 1,200 shares with a grant price of \$62.125, which resulted in the issuance of 1,200 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 \$80.25. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(2) On August 1, 2005, the Reporting Person exercised a stock option for 1,200 shares with a grant price of \$64.875, which resulted in the issuance of 1,200 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 \$80.25. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(3) On August 1, 2005, the Reporting Person exercised a stock option for 300 shares with a grant price of \$59.6563, which resulted in the issuance of 300 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 \$80.25. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(4) On August 1, 2005, the Reporting Person exercised a stock option for 1,200 shares with a grant price of \$56.8438, which resulted in the issuance of 1,200 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 \$80.25.

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The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

- (5) On August 1, 2005, the Reporting Person exercised a stock option for 5,750 shares with a grant price of \$54.16, which resulted in the issuance of 5,750 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 \$80.25. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

- (6) On August 1, 2005, the Reporting Person exercised a stock option for 1,200 shares with a grant price of \$53.9688, which resulted in the issuance of 1,200 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 \$80.25. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

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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