

KERR MCGEE CORP /DE
Form DEFA14A
April 06, 2005

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Kerr-McGee Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(3) Filing Party:

(4) Date Filed:

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EXPLANATORY NOTE

Kerr-McGee Corporation (the "Company") is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission on April 6, 2005 in connection with the solicitation of proxies for the election of two directors to the Company's Board of Directors at the Company's 2005 Annual Meeting of Stockholders.

KM memo

To: All Employees

From: Luke Corbett, Chairman and Chief Executive Officer

Date: April 6, 2005

Kerr-McGee's 2004 Annual Reports are printed and on their way to the company's stockholders. You will receive Kerr-McGee's annual report and proxy if you own KMG stock in the Savings Investment Plan (SIP), the Employee Stock Ownership Plan (ESOP) or in your own name. The proxy provides information on the May 10 annual meeting, board nominees and other items on which stockholders will vote.

If you are a stockholder, it's important that you carefully read the annual report and proxy. Owning stock gives you the right to vote on the important company issues described in the proxy. We encourage you to vote your shares as recommended by the Board by returning the **white proxy card** as soon as possible.

We urge you not to mail, sign or vote any proxy card sent to you by the Icahn Group. A submission of an Icahn Group proxy card will cancel any previously voted proxy card in support of Kerr-McGee's Board of Directors.

If you hold shares in the SIP or ESOP and don't return the proxy, your shares are voted in the same proportion as the returned proxies.

The proxy and other documents recently filed by Kerr-McGee with the U.S. Securities and Exchange Commission (SEC) are available for you to read through the company's Internet site, www.kerr-mcgee.com. Click on the Investor Relations tab, then Financial Materials & SEC filings. From there, go to SEC filings.

If you have any questions on voting your shares, please call the firm assisting the Board of Directors in the solicitation of proxies, Georgeson Shareholder Communications, Inc., 1-877-278-6310 toll free.
