

KERR MCGEE CORP /DE
Form 4
September 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
Adams Thomas Wilson

(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)

09/09/2005

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)
Vice President

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/EDCP				(A) Price	107.169	I	By Trustee/EDCP
Common Stock - By Trustee/SIP				(A) Price	1,946.491	I	By Trustee/SIP
Common Stock	09/09/2005		A	1,333 A \$ 61.46	8,238	D	
Common Stock	09/09/2005		A	2,000 A \$ 65.19	10,238	D	
	09/09/2005		A	1,558 A	11,796	D	

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Common Stock					\$	54.16	
Common Stock	09/09/2005	S	1,333	D	\$ 95	10,463	D
Common Stock	09/09/2005	S	2,000	D	\$ 95	8,463	D
Common Stock	09/09/2005	S	1,558	D	\$ 93	6,905	D

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

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(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. Amount or Number of Shares
Option (Right to Buy)	\$ 61.46	09/09/2005		M	1,333	05/14/2005 05/14/2012	Common Stock	1,333
Option (Right to Buy)	\$ 65.19	09/09/2005		M	2,000	01/09/2004 01/09/2011	Common Stock	2,000
Option (Right to Buy)	\$ 54.16	09/09/2005		M	1,558	01/08/2005 01/08/2012	Common Stock	1,558

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice President

Adams Thomas Wilson
KERR-MCGEE CENTER, P. O. BOX 25861
OKLAHOMA CITY, OK 73125

Signatures

By: Justin P. Byrne Per Attached Power of
Attorney

09/12/2005

**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 September 9, 2005 the Reporting Person exercised a stock option for 1,333 shares with a grant price of \$61.46, which resulted in the issuance of 1,333 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 shares were sold was \$95.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(2) On September 9, 2005 the Reporting Person exercised a stock option for 2,000 shares with a grant price of \$65.19, which resulted in the issuance of 2,000 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 shares were sold was \$95.00. The option exercise and subsequent sale were executed pursuant to a Rule 10b5-1 trading plan.

(3) On September 9, 2005 the Reporting Person exercised a stock option for 1,558 shares with a grant price of \$54.16, which resulted in the issuance of 1,558 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 shares were sold was \$93.00. 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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