

KERR MCGEE CORP /DE
Form 4
August 10, 2006

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 *
Poos Christina Maria

(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)
VP & Treasurer

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 | | 12,350 ⁽¹⁾ | D | \$ 70.5 |
| Common Stock - By Trustee/SIP | 08/10/2006 | | D | | 1,256.864 ⁽²⁾ | D | \$ 70.5 |

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

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SEC 1474
(9-02)

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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) | \$ 23.8374 | 08/10/2006 | | J | 1,658 | 08/10/2006 | 01/13/2014 | Common Stock | 1,658 |
| Option (Right to Buy) | \$ 27.2672 | 08/10/2006 | | J | 19,986 | 08/10/2006 | 01/11/2015 | Common Stock | 19,986 |
| Option (Right to Buy) | \$ 45.3585 | 08/10/2006 | | J | 22,508 | 08/10/2006 | 01/10/2016 | Common Stock | 22,508 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Poos Christina Maria KERR-MCGEE CENTER, P. O. BOX 25861 OKLAHOMA CITY, OK 73125 | | | VP & Treasurer | |

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.

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(3) 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.

(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.

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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