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KERR MCGEE CORP /DE
Form 10-K/A
April 16, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal year ended December 31, 2001

Commission file number 1-16619

KERR-MCGEE CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

73-1612389
(I.R.S. Employer
Identification No.)

KERR-MCGEE CENTER, OKLAHOMA CITY, OKLAHOMA 73125
(Address of principal executive offices)

Registrant's telephone number, including area code: (405)270-1313

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
Common Stock \$1 Par Value	New York Stock Exchange
Preferred Share Purchase Right	

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$5.5 billion as of February 28, 2002.

The number of shares of common stock outstanding as of February 28, 2002, was 100,230,860.

DOCUMENTS INCORPORATED BY REFERENCE

Specified sections of the Kerr-McGee Corporation 2001 Annual Report to Stockholders, as described herein, are incorporated by reference in Parts I and

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II of this Form 10-K. The definitive Proxy Statement for the 2002 Annual Meeting of Stockholders, which has previously been filed with the Securities and Exchange Commission after December 31, 2001, is incorporated by reference in Part III of this Form 10-K.

EXPLANATORY NOTE

This Annual Report on Form 10-K/A is being filed as Amendment No. 1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001. This Form 10-K/A is filed with the Securities and Exchange Commission for the sole purpose of revising Exhibit 23, Consent of Independent Public Accountants, as a result of an omission. Except for Exhibit 23, no other information contained in the original report on Form 10-K is included herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KERR-McGEE CORPORATION

By: Luke R. Corbett*

Luke R. Corbett,
Chief Executive Officer

April 15, 2002

Date

By: (Robert M. Wohleber)

Robert M. Wohleber
Senior Vice President and
Chief Financial Officer

By: (John M. Rauh)

John M. Rauh
Vice President and Controller
and Chief Accounting Officer

*By his signature set forth below, John M. Rauh has signed this Annual Report on Form 10-K/A as attorney-in-fact for the officer noted above, pursuant to power of attorney filed with the Securities and Exchange Commission.

By: (John M. Rauh)

John M. Rauh

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the date indicated.

By: Luke R. Corbett*

Luke R. Corbett, Director

By: William E. Bradford*

William E. Bradford, Director

By: Sylvia A. Earle*

Sylvia A. Earle, Director

By: David C. Genever-Watling*

David C. Genever-Watling, Director

April 15, 2002

Date

By: Martin C. Jischke*

Martin C. Jischke, Director

By: William C. Morris*

William C. Morris, Director

By: John J. Murphy*

John J. Murphy, Director

By: Leroy C. Richie*

Leroy C. Richie, Director

By: Matthew R. Simmons*

Matthew R. Simmons, Director

By: Nicholas J. Sutton*

Nicholas J. Sutton, Director

By: Farah M. Walters*

Farah M. Walters, Director

By: Ian L. White-Thomson*

Ian L. White-Thomson, Director

*By his signature set forth below, John M. Rauh has signed this Annual Report on Form 10-K/A as attorney-in-fact for the directors noted above, pursuant to the powers of attorney filed with the Securities and Exchange Commission.

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By: (John M. Rauh)

John M. Rauh