

Edgar Filing: SCHUMACHER CAROL A - Form 5

SCHUMACHER CAROL A

Form 5

February 11, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person
 Carol A. Schumacher

2. Issuer Name and Ticker or Trading Symbol
 KERR-McGEE CORPORATION (KMG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year
 12/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President

7. Individual or Joint/Group Reporting (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Purchase or Sale Price of Underlying Securities
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Option (Right to Buy)	61.46	5/14/2002	A	16500	1/05/14/2012	Common Stock	16500
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Explanation of Responses:

1. These options were granted on May 14, 2002 and will vest one-third each year beginning May 14, 2003.

SIGNATURE OF REPORTING PERSON

Carol A. Schumacher

By: Anita L. Brodrick Per Attached Power Of Attorney