

HEARTWELL FRANCES G
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
HEARTWELL FRANCES G

(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)

08/12/2005

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)
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 (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	(D)	Price
Common Stock - By Trustee/SIP					670.533	I	By Trustee/SIP
Common Stock	08/12/2005		A		3,333	A	\$ 40.23 14,183
Common Stock	08/12/2005		A		3,133	A	\$ 49.45 17,316
Common Stock	08/12/2005		A		6,600	A	\$ 42.945 23,916
Common Stock	08/12/2005		S		3,333	D	\$ 85.806 20,583

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Common Stock	08/12/2005	S	3,133	D	\$ 85.806	17,450	D
Common Stock	08/12/2005	S	6,600	D	\$ 85.806	10,850	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)	\$ 40.23	08/12/2005		M	3,333	03/11/2005 03/11/2013	Common Stock	3,333
Option (Right to Buy)	\$ 49.45	08/12/2005		M	3,133	01/13/2005 01/13/2014	Common Stock	3,133
Option (Right to Buy)	\$ 42.945	08/12/2005		M	6,600	01/14/2005 01/14/2013	Common Stock	6,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEARTWELL FRANCES G KERR-MCGEE CENTER, P. O. BOX 25861 OKLAHOMA CITY, OK 73125			Vice President	

Signatures

By: Justin P. Byrne Per Attached Power of
Attorney

08/12/2005

__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 August 12, 2005, the Reporting Person exercised a stock option for 3,333 shares with a grant price of \$40.23, which resulted in the issuance of 3,333 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 stock was sold was \$85.806.

(2) On August 12, 2005, the Reporting Person exercised a stock option for 3,133 shares with a grant price of \$49.45, which resulted in the issuance of 3,133 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 stock was sold was \$85.806.

(3) On August 12, 2005, the Reporting Person exercised a stock option for 6,600 shares with a grant price of \$42.945, which resulted in the issuance of 6,600 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 stock was sold was \$85.806.

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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