CORBETT LUKE R

Form 4/A January 14, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * CORBETT LUKE R			2. Issuer Name and Ticker or Trading Symbol KERR MCGEE CORP /DE [KMG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)		ate of Earlies			ikiioj	(Check all applicable)			
KERR-MO BOX 2586	(Month/Day/Year) ERR-MCGEE CENTER, P.O. (Month/Day/Year) _X Director			ve titlebelow)						
OKLAHO	(Street) OMA CITY, OK 7	File 01/	Amendment, d(Month/Day/Y 10/2005		nal		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		g Person	
(City)	(State)	(Zip)	Table I - No	n-Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	on Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		(D) 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	01/10/2005		F	5,843 (1)	D	\$ 57.08	181,536.67	D		
Common Stock	01/11/2005		A	64,300 (2)	A	<u>(2)</u>	245,836.67	D		
Common Stock (3)	01/11/2005		F	4,309 (3)	D	\$ 56.565	241,527.67	D		
Common Stock							2,002	I	By Spouse	
Common Stock							26,579.16	I	By Trustee/EDCP	

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Common Stock	4,387.06	I	By Trustee/ESOP
Common Stock	9,919.19	I	By Trustee/SIP

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	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)	\$ 56.565	01/11/2005		A	86,800	<u>(4)</u>	01/11/2015	Common Stock	86,800	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CORBETT LUKE R			Chairman of					
KERR-MCGEE CENTER P.O. BOX 25861	X		the Board and					
OKLAHOMA CITY, OK 73125			CEO					

Signatures

By: Justin P. Byrne Per Attached Power Of 01/14/2005 Attorney

> **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)

Reporting Owners 2

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On January 10, 2005, restrictions on 17,500 shares of restricted stock lapsed. A portion of the shares were exchanged to pay taxe s due in connection with the lapsing.

- (2) 64,300 shares of restricted stock. Restrictions will lapse on January 11, 2008.
 - On January 11, 2005, restrictions on 10,000 shares of restricted stock lapsed. 4,309 shares were exchanged to pay taxes due in connection
- (3) with the lapsing. The original Form 4 incorrectly reported that 3,311 shares were exchanged to pay taxes due in connection with the lapsing.
- (4) These options will vest one-third each year on January 11 beginning in 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.