

KERR MCGEE CORP /DE  
Form DEFA14A  
April 12, 2005

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Kerr-McGee Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

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EXPLANATORY NOTE

Kerr-McGee Corporation (the "Company") is filing the materials contained in this Schedule 14A with the Securities and Exchange Commission on April 12, 2005 in connection with the solicitation of proxies for the election of two directors to the Company's Board of Directors at the Company's 2005 Annual Meeting of Stockholders. The materials below constitute a Message from the Chairman found on the Company's website, [www.kerr-mcgee.com](http://www.kerr-mcgee.com).

**Message from the Chairman**

In 2004, we added depth, breadth and balance to our company, positioning Kerr-McGee for continued success. Our 2004 **Annual Report**, now available online, highlights our achievements last year.

In March, we announced that we are pursuing the separation of our chemical business through a spinoff or sale to take advantage of the improved market for that industry. Following the separation of the chemical business, Kerr-McGee will become a pure oil and gas play. Our balanced oil and gas strategy focuses on our core competencies in exploitation, exploration, development and production to increase value for stockholders. We are one of the largest U.S.-based independent oil and natural gas exploration and production companies, with proved reserves of approximately 1.2 billion barrels of oil equivalent as of Dec. 31, 2004. In 2005, we expect to achieve record production, with continued production growth projected in 2006 and 2007.

Our high-quality assets include:

More than 9,000 identified, repeatable, low-risk, high-margin exploitation projects

A large inventory of exploration opportunities in proven, world-class hydrocarbon basins

2004 discoveries in Alaska, Brazil and China (under appraisal)

Two new deepwater gulf developments under way, with two additional deepwater gulf projects under evaluation

Most importantly, we have talented, dedicated employees who are the lifeblood that make Kerr-McGee a strong, successful company. We invite you to learn more about our company through our website.

Luke R. Corbett  
Chairman and Chief Executive Officer

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