KERR MCGEE CORP /DE
Form 4
December 31, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
( ) Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
Farah M. Walters
Kerr-McGee Center
PO Box 25861
OK, Oklahoma City 73125

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/Day/Year
12/31/2002

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

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

7. 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	2. Transaction Date	2A. Execution Date	3. Transaction Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock								800
Common Stock								23.9973
Common Stock	12/27/2002	12/27/2002	A		163	A	45.93	7640.59

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative Security	2.Conversion or Exercise Price of Derivative Security	3.Transaction (Month/	3A.Deemed Execution (Month	4.Transaction	5.Number of Derivative Securities Acquired(A) or Disposed of(D)	A/D	6.Date Exercisable and Expiration Date(Month/Day/Year) Exer-	Expir	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of Vat Sec rit

	rity	Day/ Year)	/Day/ Year)	Code	V	Amount		ble			

Explanation of Responses:
SIGNATURE OF REPORTING PERSON
Farah M. Walters
By: Anita L. Brodrick Per Attached Power Of Attorney