

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**  
SEC Accession No. **0000064782-94-000095**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **KERR MCGEE CORP**

CIK: **55458** | IRS No.: **730311467** | State of Incorporation: **OK** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-33394** | Film No.: **94505673**  
SIC: **2911** Petroleum refining

Mailing Address  
*P.O. BOX 25861*  
*OKLAHOMA CITY OK 73125*

Business Address  
*KERR-MCGEE CTR*  
*123 ROBERT S. KERR*  
*OKLAHOMA CITY OK 73102*  
*4052701313*

### FILED BY

#### **MELLON BANK CORP**

CIK: **64782** | IRS No.: **251233834** | State of Incorporation: **PA** | Fiscal Year End: **1231**  
Type: **SC 13G**  
SIC: **6021** National commercial banks

Business Address  
*ONE MELLON BANK CENTER*  
*500 GRANT ST*  
*PITTSBURGH PA 15258-0001*  
*4122345000*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20059

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )

NAME OF ISSUER: Kerr-McGee Corporation

TITLE OF CLASS OF SECURITIES: Kerr-McGee Corporation  
Common Stock

CUSIP NUMBER: 492386-100

Check the following box if a fee is being paid with this statement: [X]

|   |   |   |
|---|---|---|
| (1)   | Names of Reporting Persons<br>SS or IRS Identification Nos.<br>of Above Persons           | MELLON BANK CORPORATION<br>IRS No. 25-1233834 |
| (2)   | Check the Appropriate Box<br>if a Member of a Group<br>(See Instructions)                 | (a)<br><br>(b)                                |
| (3)   | SEC Use Only  |   |
| (4)   | Citizenship or Place<br>of Organization   | United States                                 |
| Number of Shares<br>Beneficially<br>Owned by Each<br>Reporting Person<br>With | (5) Sole Voting<br>Power  | 836,000                                       |
|   | (6) Shared Voting<br>Power  | 6,000   |
|   | (7) Sole<br>Dispositive<br>Power  | 956,000                                       |
|   | (8) Shared<br>Dispositive<br>Power  | 1,136,000                                     |
| (9)   | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                           | 3,498,000                                     |
| (10)  | Check if the Aggregate Amount<br>in Row (9) Excludes Certain<br>Shares (See Instructions) |   |
| (11)  | Percent of Class Represented<br>by Amount in Row (9)                                      | 6.77  |
| (12)  | Type of Reporting Person  | HC  |

- 2(a) -

CUSIP NO. 492386-100

- |   |   |   |
|---|---|---|
| (1)   | Names of Reporting Persons<br>SS or IRS Identification Nos.<br>of Above Persons | MELLON BANK, N.A.<br>IRS No. 25-1233834 |
| (2)   | Check the Appropriate Box<br>if a Member of a Group<br>(See Instructions)       | (a)<br>(b)                              |
| (3)   | SEC Use Only  |   |
| (4)   | Citizenship or Place<br>of Organization   | United States                           |
| Number of Shares<br>Beneficially<br>Owned by Each<br>Reporting Person<br>With | (5) Sole Voting<br>Power  | 449,000                                 |
|   | (6) Shared Voting<br>Power  | 6,000                                   |
|   | (7) Sole<br>Dispositive<br>Power  | 489,000                                 |
|   | (8) Shared<br>Dispositive<br>Power  | 1,014,000                               |
| (9)   | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                 | 2,909,162                               |

- (10) Check if the Aggregate Amount  
in Row (9) Excludes Certain  
Shares (See Instructions)
- (11) Percent of Class Represented 5.63  
by Amount in Row (9)
- (12) Type of Reporting Person BK  
(See Instructions)

- 2(b) -

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Under the Securities and Exchange Act of 1934)

Item 1(a) Name of Issuer:

Kerr-McGee Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

Kerr-McGee Center  
Oklahoma City, OK 73125

Item 2 (a) Name of Person Filing:

Mellon Bank Corporation and its Subsidiaries  
(including but not limited to the  
Subsidiaries of the Boston Company, Inc.) as  
listed on Exhibit I

Item 2(b) Address of Principal Business Office, or if None,  
Residence:

Mellon Bank Corporation  
One Mellon Bank Center

Item 2(c) Citizenship:

United States

Item 2(d) Title of Class of Securities:

Kerr-McGee Corporation Common Stock

Item 2(e) CUSIP Number:

492386-100

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.

- 3 -

SCHEDULE 13G (Continued)

- (c)  Insurance Company as defined in Section 3(a)(19) of the Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)  Investment Advisor registered under Section 203 of the Investment Advisers Act of 1940.
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F).
- (g)  Parent Holding Company, in accordance with Section 240.13-d(1)(b)(ii)(G).  
(Note: See Item 7)

(h) [ ] Group, in accordance with Section 240.13d(1) (b) (ii) (H).

Item 4 Ownership:

|       |   |            |
|-------|---|------------|
| (a)   | Amount beneficially owned:                                      | 3,498,000* |
|       | * See Exhibit II (A) and (C).                                   |            |
| (b)   | Percent of class:   | 6.77       |
| (c)   | Number of shares as to which person has:                        |            |
| (i)   | Sole power to vote or to direct the vote:                       | 836,000    |
| (ii)  | Shared power to vote or to direct the vote:                     | 6,000      |
| (iii) | Sole power to dispose or to direct the disposition of shares:   | 956,000    |
| (iv)  | Shared power to dispose or to direct the disposition of shares: | 1,136,000  |

Item 5 Ownership of Five Percent or Less of a Class:

N/A

- 4 -

SCHEDULE 13G (Continued)

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by Mellon Bank Corporation subsidiaries and its

related affiliates in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is 0 .

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:

This Schedule is filed on behalf of Mellon Bank Corporation and its Subsidiaries (including but not limited to the Subsidiaries of the Boston Company, Inc.) as listed on Exhibit I

Item 8 Identification and Classification of Members of the Group:

N/A

Item 9 Notice of Dissolution of Group:

N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 1994

MELLON BANK CORPORATION

MELLON BANK, N.A.

By /s/ Michael E. Bleier  
Michael E. Bleier  
General Counsel

By /s/ Stephen A. Yoder  
Stephen A. Yoder  
Assistant General  
Counsel



EXHIBIT I

The shares reported on the attached Form 13G are held by the following subsidiaries of Mellon Bank Corporation (including but not limited to the Subsidiaries of the Boston Company, Inc.) as marked (X):

- (A) (X) Boston Safe Deposit and Trust Company
- (X) Boston Safe Deposit and Trust Company of California
- (X) Boston Safe Deposit and Trust Company of New York
- (X) Mellon Bank, N.A.
  - Mellon Bank (Delaware) National Association
  - Mellon Bank (MD)
  
- (B) Franklin Portfolio
  - (X) Laurel Capital Advisors
  - (X) Mellon Capital Management Corporation
  - (X) Mellon Equity Associates
  - (X) The Boston Company Advisors, Inc.
    - The Boston Company Financial Strategies, Inc.
  - (X) The Boston Company Institutional Investors, Inc.

The Item 3 classification of each of the subsidiaries listed under (A) above is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act."

The Item 3 classification of each of the subsidiaries listed under (B) above is "Item 3 (e) Investment Advisor registered under Section 203 of the Investment Advisers Act of 1940."

EXHIBIT II

(A) Mellon Bank, N.A. is the trustee of the issuer's employee benefit plan (the "Plan") which is subject to ERISA. The securities reported include all shares held of record by Mellon Bank, N.A. as trustee of the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

(B) This number includes securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days.

(C) The filing of this Schedule 13G shall not be construed as an admission that Mellon Bank Corporation, or its subsidiaries and affiliates, including Mellon Bank, N.A., are, for the purposes of this Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

