

VINTAGE PETROLEUM INC

Form 4

March 24, 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 *
ABERNATHY WILLIAM L

2. Issuer Name and Ticker or Trading Symbol
VINTAGE PETROLEUM INC
[VPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 WEST SEVENTH STREET,
SUITE 2300

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

TULSA, OK 74119

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/22/2005 | | M | 7,500 | A \$ 7.25 | 265,060 | D |
| Common Stock | 03/22/2005 | | S | 2,900 | D \$ 35.25 | 262,160 | D |
| Common Stock | 03/22/2005 | | S | 100 | D \$ 35.26 | 262,060 | D |
| Common Stock | 03/22/2005 | | S | 200 | D \$ 35.27 | 261,860 | D |
| Common Stock | 03/22/2005 | | S | 1,700 | D \$ 35.28 | 260,160 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|-----------------------------|
| Common Stock | 03/22/2005 | S | 2,000 | D | \$ 35.3 | 258,160 | D | |
| Common Stock | 03/22/2005 | S | 500 | D | \$ 35.32 | 257,660 | D | |
| Common Stock | 03/22/2005 | S | 100 | D | \$ 35.53 | 257,560 | D | |
| Common Stock | | | | | | 1,500 | I | By Son |
| Common Stock | | | | | | 1,500 | I | By Other Son |
| Common Stock | | | | | | 1,000 | I | As Custodian ⁽¹⁾ |
| Common Stock | | | | | | 14,022 ⁽²⁾ | I | By 401(k) Plan |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Employee Stock Option (right to buy) | \$ 7.25 | 03/22/2005 | | M | 7,500 | 03/16/2002 | 03/15/2009 | Common Stock | 7,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ABERNATHY WILLIAM L
110 WEST SEVENTH STREET, SUITE 2300 X Executive Vice President
TULSA, OK 74119

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for William L.
Abernathy 03/24/2005

__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) By reporting person as custodian for son (Nicholas Lee Abernathy) under UGMA.
- (2) Information is based on a plan statement dated as of March 16, 2005.

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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