LAWRENCE BRYAN H
Form 4
February 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 *
LAWRENCE BRYAN H

(Last) (First) (Middle)

C/O YORKTOWN PARTNERS LLC, 410 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2006		D		50,861	D	(1)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 10.205	01/30/2006		D			10,000	05/12/2004	05/11/2013	Common Stock	10,000
Stock Option (right to buy)	$ 10.205	01/30/2006		D			6,000	05/12/2004	05/11/2013	Common Stock	6,000
Stock Option (right to buy)	$ 11.05	01/30/2006		D			5,000	06/14/2005	06/13/2012	Common Stock	5,000
Stock Option (right to buy)	$ 12.29	01/30/2006		D			1,000	05/14/2003	05/13/2012	Common Stock	1,000
Stock Option (right to buy)	$ 19.075	01/30/2006		D			1,000	05/08/2002	05/07/2011	Common Stock	1,000
Stock Option (right to buy)	$ 21.8125	01/30/2006		D			3,000	01/08/2004	01/07/2011	Common Stock	3,000
Stock Option (right to buy)	$ 19.5625	01/30/2006		D			4,000	07/06/2003	07/05/2010	Common Stock	4,000
Stock Option (right to buy)	$ 22.9375	01/30/2006		D			1,000	05/09/2001	05/08/2010	Common Stock	1,000
Stock Option (right to buy)	$ 11.4375	01/30/2006		D			5,000	05/11/2000	05/10/2009	Common Stock	5,000

Stock Option (right to buy)	$ 11.4375	01/30/2006	D	1,000	05/11/2000	05/10/2009	Common Stock	1,000
Stock Option (right to buy)	$ 19.2813	01/30/2006	D	1,000	05/12/1999	05/11/2008	Common Stock	1,000
Stock Option (right to buy)	$ 16.0625	01/30/2006	D	2,000	05/13/1998	05/12/2007	Common Stock	2,000
Stock Option (right to buy)	$ 12.7813	01/30/2006	D	2,000	05/14/1997	05/13/2006	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE BRYAN H C/O YORKTOWN PARTNERS LLC 410 PARK AVENUE NEW YORK, NY 10022	X			

Signatures

Michael F. Meimerstorf, Attorney-in-Fact for Bryan H. Lawrence	02/01/2006
**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) Disposed of pursuant to the merger of Vintage Petroleum, Inc. with and into Occidental Transaction 1, LLC, a wholly owned subsidiary of Occidental Petroleum Corporation ("Occidental") (the "Merger"), in exchange for the per share merger consideration consisting of $20.00 in cash and 0.42 of a share of common stock of Occidental. The closing price of Occidental's common stock on the New York Stock Exchange on January 30, 2006, the effective date of the Merger, was $94.47 per share.

(2) This option was cancelled in the Merger in exchange for a cash payment of $57.975 with respect to each share otherwise issuable upon exercise of such option, less the exercise price of such option and any applicable withholding tax.

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.